



Creative Peripherals

Creative Peripherals and Distribution Limited

Our Company was originally incorporated as "Creative Peripherals and Distributions Private Limited" at Mumbai, Maharashtra, as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 22, 2004 bearing Corporate Identification Number U52392MH2004PTC148754. Name of our Company was changed to "Creative Peripherals and Distribution Private Limited" on June 15, 2005 vide a fresh Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra. Subsequently our Company was converted in to a public limited company pursuant to special resolution passed by the members in the extraordinary general meeting held on January 31, 2017 and name of our Company was changed to "Creative Peripherals and Distribution Limited vide a fresh certificate of incorporation dated March 01, 2017, issued by the Registrar of Companies, Maharashtra. The Corporate Identification Number of our Company is U52392MH2004PLC148754. For further details of Incorporation, Change of Name and Registered Office of our company, please refer to chapter titled "General Information" and "Our History and Certain Other Corporate Matters" beginning on page 54 and 143 of this Draft Red herring Prospectus.

Registered Office: B-215, Mandpeshwar Industrial Premises Co-op. Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W), Mumbai- 400092 Maharashtra, India.

Tel. No.: 022 42460777; **Fax No.:** 022 42460777; **E-mail:** cs@ecreativeindia.com; **Website:** www.ecreativeindia.com

Contact Person: Tejas Doshi, Company Secretary and Compliance Officer

PROMOTER OF OUR COMPANY: KETAN PATEL

THE ISSUE	
INITIAL PUBLIC OFFER CONSISTING OF FRESH ISSUE OF 18,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FULLY PAID FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE) AGGREGATING UP TO RS. [●] LAKHS (THE "ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING RS. [●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] AND [●] RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN [●] EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER [●], [●] EDITIONS OF THE HINDI NATIONAL NEWSPAPER [●] AND [●] EDITIONS OF THE MARATHI NEWSPAPER [●] (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST 5 (FIVE) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE", REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the Syndicate Members. In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 273 of this Draft Red Herring Prospectus. A copy will be delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013. THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI (ICDR) REGULATIONS") FOR FURTHER DETAILS PLEASE REFER THE SECTION TITLED 'ISSUE INFORMATION' BEGINNING ON PAGE 263 OF THIS DRAFT RED HERRING PROSPECTUS.	
RISK IN RELATION TO THE FIRST ISSUE	
This being the first public Issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10 each. The Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Issue Price (determined and justified by our Company in consultation with the BRLM as stated in "Basis for Issue Price" on page 92 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 or regarding the price at which the Equity Shares will be traded after listing.	
GENERAL RISKS	
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 19 of this Draft Red Herring Prospectus.	
COMPANY'S ABSOLUTE RESPONSIBILITY	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue that the information contained in this Draft Red Herring 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 Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.	
LISTING	
The Equity Shares of our Company issued through this Draft Red Herring Prospectus are proposed to be listed on the EMERGE platform of National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009 as amended from time to time. Our Company has received an approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Issue document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue, EMERGE Platform of the National Stock Exchange of India Limited shall be the Designated Stock Exchange.	
BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED 406-408, Keshva Premises, Behind Family Court, Bandra Kurla Complex, Bandra East, Mumbai - 400051 Tel: +91-22 61946725 Fax: +91-22 2659 8690 Website: www.pantomathgroup.com Email: ipo@pantomathgroup.com Investor Grievance Id: ipo@pantomathgroup.com Contact Person: Saahil Kinkhabwala SEBI Registration No: INM000012110	BIGSHARE SERVICES PRIVATE LIMITED E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai - 400072, Maharashtra, India Tel: +91 22 40430200 Fax: +91 22 28475207 Investor Grievance Id: Investor@bigshareonline.com Email: ipo@bigshareonline.com Website: www.bigshareonline.com Contact Person: Vipin Gupta SEBI Registration No: INR000001385
BID/ISSUE PROGRAMME	
BID/ISSUE OPENS ON: [●]	BID/ISSUE CLOSES ON: [●]

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SECTION I - GENERAL

DEFINATION AND ABBREVIATION

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

COMPANY RELATED TERMS

Term	Description
“AOA” or “Articles” or “Articles of Association”	The Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013.
Board of Directors/ the Board / our Board	The Board of Directors of our Company, as duly constituted from time to time, including Committee(s) thereof.
Bankers to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled “General Information” on page 54 of this Draft Red Herring Prospectus.
“Creative Peripherals and Distribution Limited” or “Creative”, “CPDL” or “the Company” ,or “our Company” or “we”, “us”, “our”, or “Issuer” or the “Issuer Company”	Creative Peripherals and Distribution Limited, a Public Limited Company incorporated under the Companies Act, 1956
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Tejas Doshi
Director(s)	Director(s) of our Company , unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid up.
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company
Group Companies	Such Companies as are included in the chapter titled ‘Our Group Companies’ beginning on page 165 of this Draft Red Herring Prospectus
ISIN	International Securities Identification Number. In this case being [●]
“MOA” / “Memorandum / Memorandum of Association”	The Memorandum of Association of our Company, as amended from time to time.
“Promoter”, “Promoters” or “our Promoters”	Promoters of our Company being Ketan Patel
Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and as enlisted in the chapter titled “Our Promoter and Promoter Group” beginning on page 162 of this Draft Red Herring Prospectus.
Peer Reviewed Auditor	Independent Auditor having a valid Peer Review Certificate in our case being Khandelwal Prakash Murari Bhandari & Co., Chartered Accountants.
Registered Office	The Registered office of our Company situated at B-215, Mandpeshwar Industrial Premises Co-op. Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W) Mumbai – 400 092, Maharashtra, India.
RoC / Registrar of Companies	Registrar of Companies, 100, Everest, Marine Drive Mumbai-400002.
Shareholders	Shareholders of our Company

Term	Description
“Statutory Auditor” / “Auditor”	The Statutory Auditor of our Company, being S K Thanawala & Co., Chartered Accountants, Chartered Accountants.
“you”, “your” or “yours”	Prospective investors in this Issue

ISSUE RELATED TERMS

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.
Allotment/ Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to the Issue of the Equity Shares to successful Bidders
Allottee(s)	Successful Bidders(s) to whom Equity Shares have been allotted/transferred.
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account
ASBA Account	An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA form	An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of this Draft Red Herring Prospectus.
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Surat and Ahmedabad
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being ICICI Bank Limited and HDFC Bank
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Bidders under the Issue and which is described under chapter titled “Issue Procedure” beginning on page 273 of this Draft Red Herring Prospectus.
Bid	An indication to make an issue during the Bid/Issue Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in accordance with the Draft Red Herring Prospectus and Bid cum Application Form
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue
Bid cum Application form	The form used by a Bidder, to make a Bid and which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus
Bid Cum Application Collecting Intermediaries	1. a SCSB with whom the bank account to be blocked, is maintained 2. a syndicate member (or sub-syndicate member) If any 3. a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as

Term	Description
	eligible for this activity)('broker') if any 4. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) 5. a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Bid Lot	[●] Equity shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue Closing Date	The date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, which shall be notified in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the Marathi newspaper [●], each with wide circulation and in case of any revision, the extended Bid/Issue Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations
Bid/ Issue Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the Marathi newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder	Any prospective Resident Indian investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied
Bidding/collecting Centre	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e, Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Issue is being made
Book Running Lead Managers or BRLM	The book running lead manager to the Issue namely Pantomath capital Advisors Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges, where the Bidders can submit the Bid cum application 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 website of National Stock Exchange India Limited.
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalised and above which no Bids will be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Cut-off Price	Issue Price, which shall be any price within the Price Band finalised by our Company in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non Institutional Bidders are not entitled to Bid at the Cut-off

Term	Description
	Price.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branch/Designated Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The demographic details of the Bidders/Applicants such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Date	The date on which funds blocked by SCSB are transferred from the ASBA account to the Public Issue Account after filing of Draft Red Herring Prospectus with RoC.
Designated Intermediary(ies)	Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Issue
Designated Locations RTA	Such centres of the RTAs where Bidder can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time
Designated Exchange Stock	NSE Emerge Platform of National Stock Exchange of India Limited
Designated Locations CDP	Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated March 1, 2017 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue
First/sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalised and below which no Bids will be accepted
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
General Information Document/GID	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 included in "Issue Procedure" on page 273 of this Draft Red Herring

Term	Description
	Prospectus
Listing Agreement`	The Equity Listing Agreement to be signed between our Company and the NSE Emerge Platform of NSE India Limited
Market Making Agreement	Market Making Agreement dated March 1, 2017 between our Company, Book Running Lead Manager and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The Reserved Portion of [●] Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs [●] per Equity Share aggregating Rs. [●] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
NSE Emerge of NSE/ SME Exchange	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI ICDR Regulations
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs [●] per Equity Share aggregating Rs. [●] by our Company
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Issue expenses. For further information about use of the Issue Proceeds and the Issue expenses, see "Objects of the Issue" on page 86
Non Institutional Bidders	All Bidders, including Category III FPIs that are not QIBs or Retail Individual Investors, who have apply for Equity Shares for an amount of more than Rs. 2,00,000 but not including NRIs other than Eligible NRIs
Non-Resident	A person resident outside India, as defined under FEMA and includes FIIs and FPIs
Issue	The Initial Public Offer of 18,00,000 Equity Shares of face value of Rs.10 each for cash at a price of Rs. [●] each, aggregating up to Rs.[●] comprising the Fresh Issue.
Issue Agreement	The agreement dated March 1, 2017 between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which Equity Shares will be Allotted in terms of the Draft Red Herring Prospectus The Issue Price will be decided by our Company in consultation with the BRLM on the Pricing Date in accordance with the Book-Building Process and the Draft Red Herring Prospectus
Issue Proceeds	The proceeds of the Issue that is available to our Company. For further information about use of Issue Proceeds, see "Objects of the Issue" on page 86 of this Draft Red Herring Prospectus
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue
Other Investors	Investors other than Retail Individual Investors. These include

Term	Description
	individual bidders/applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Price Band	Price band of a minimum price of Rs.[●] per Equity Share (Floor Price) and the maximum price of Rs.[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date, in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●] and [●] edition of the Gujarati newspaper [●], each with wide circulation
Pricing date	The date on which our Company in consultation with the BRLM, will finalise the Issue Price
Prospectus	The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information
Public Issue Account	Account opened with the Banker to the Issue i.e. HDFC Bank Limited ICICI Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date.
Public Issue Account Agreement/ Banker to the Issue Agreement	Agreement entered on March 1, 2017 amongst our Company, Book Running Lead Manager, the Registrar to the Issue and Public Issue Bank/Banker to the Issue for collection of the Bid Amount on the terms and conditions thereof.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being ICICI Bank Limited.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges,

Term	Description
	through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.nseindia.com/membership/dynaContent/find_a_broker.htm
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Bigshare Services Private Limited having registered office at E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai– 400 072, India
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidder(s)/Retail Individual Investor(s)/RII(s)/RIB(s)	Individual Bidders, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i>), who apply for an amount less than or equal to Rs 2,00,000
Revision Form	Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009
Reserved Category / Categories	Categories of persons eligible for making Bids under reservation portion.
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which Issue the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries or at such other website as may be prescribed by SEBI from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sub-Syndicate members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect Bid cum Application Forms and Revision Forms Syndicate Agreement A dated [●] entered into amongst the BRLM,
Syndicate Agreement	Agreement dated [●] entered into amongst the BRLM, the Syndicate Members, our Company in relation to the procurement of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate or Members of the Syndicate	The BRLM and the Syndicate Members
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid

Term	Description
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated March 1, 2017 entered into between the Underwriter and our Company
Working Day	“Working Day” means all days, other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to the time period between (a) announcement of Price Band; and (b) Bid/ Issue Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays

TECHNICAL AND INDUSTRY TERMS

Term	Description
ARMs	Additional Revenue Measures
ASPIRE	A scheme for Promoting Innovation and Rural Entrepreneurs
B2B	Business to business
B2C	Business to consumer
BBB	Better Business Bureaus
BCD	Basic Custom Duties
BPM	Business Process Management
BSE	Bombay Stock Exchange
BSE SENSEX	Sensex is an index; market indicator of the position of stock that is listed in the BSE (Bombay Stock Exchange)
BYOD	Bring Your Own Device
CAP	Corrective Action Plan
CCTV	Closed Circuit Television camera
CGTMSE	Credit Guarantee Trust Fund for Micro and Small Enterprises
CLCSS	Credit Linked Capital Subsidy Scheme
CPI	Consumer Price Index
Credit Suisse	Credit Suisse Business Analytics India
CSO	Central Statistics Office
CVD	Countervailing Duty
DCS	Distributed Control System
DIPP	Department of Industrial Policy and Promotion
EBTC	European Business and Technology Centre
EDB	Economic Development Board
EDF	Electronics Development Fund
EHTP	Electronics Hardware Technology Park
EHTPs	Electronic Hardware Technology Parks
EMDEs	Emerging Market and Developing Economies
EMEs	Emerging Market Economies
EOU	Export Oriented Unit
e-TV	e-Tourist Visa
FDI	Foreign Direct Investment
FPI	Foreign Portfolio Investment
FY	Financial Year
GDP	Gross Domestic Product
GPS	Global Positioning System
GST	Goods and Services Tax

Term	Description
GVA	Gross Value Added
HDTVs	High Definition Televisions
HRD	Human Resource Development
IaaS	Infrastructure as a Service
IBEF	India Brand Equity Foundation
IDC	International Data Corporation
IIITs	Indian Institutes of Information Technology
IIP	Index of Industrial Production
IMF	International Monetary Fund
IoT	Internet of Things
IP	Internet protocol
IT	Information Technology
ITeS	Information Technology Enabled Services
JV	Joint Venture
M&As	Mergers and Acquisition
MAT	Minimum Alternative Tax
M-o-M	Month-On-Month
MOU	Memorandum Of Understanding
MSECDP	Micro and Small Enterprises- Cluster Development Programme
MSIPS	Modified Special Incentive Package Scheme
M-SIPS	Modified Special Incentive Package Scheme
MSMEs	Micro, Small and Medium Enterprises
MYEA	Mid-Year Economic Analysis
OEM	Original Equipment Manufacturer
OIL	Oil India Limited
ONGC	Oil and Natural Gas Corporation
PC	Pay Commission
PCs	Personal Computers
PFCE	Private Final Consumption Expenditure
PMEGP	Prime Minister's Employment Generation Programme
PPP	Purchasing Power Parity
PPP	Public-private partnership
PSCDCL	Pune Smart City Development Corporation
R&D	Research and Development
RIL	Reliance Industries Ltd
RIRI	Rational Investor Ratings Index
SaaS	Software as a Service
SAD	Special Additional Duty
SEZs	Special Economic Zones
SFURTI	Scheme of Fund for Regeneration of Traditional Industries
SMAC	Social, Mobility, Analytics and Cloud
SMBs	Small and medium-sized business
SMEs	Small And Medium Enterprises
STP	Software Technology Park
UAM	Udyog Aadhaar Memorandum
UAN	Udyog Aadhaar Number
US Fed	United States Federal Reserve
US\$/ US dollar	United States Dollar, the official currency of United States of America
US/ U.S./ USA	United States of America
USP	Unique Selling Proposition
VAR	Value Added Reseller
WEO	World Economic Outlook

Term	Description
WPI	Wholesale Price Index

CONVENTIONAL AND GENERAL TERMS/ABBREVIATIONS

Term	Description
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A.Y./AY	Assessment Year
AIF	Alternative Investments Fund as defined in and registered with SEBI under Securities and Exchange Board of India (Alternative Investments Fund) Regulations, 2012
AoA	Articles of Association
ASBA	Application Supported by Blocked Amount
BIFR	Board for Industrial and Financial Reconstruction
NSE	NSE Limited
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investors	FPIs who are registered as - Category I foreign portfolio investors under the SEBI FPI Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as - Category II foreign portfolio investors under the SEBI FPI Regulations
Category III Foreign Portfolio Investors	FPIs who are registered as - Category III foreign portfolio investors under the SEBI FPI Regulations
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CS	Company Secretary
CST	Central Sales Tax
Cm	Centimeter
CMD	Chairman and Managing Director
CENVAT	Central Value Added Tax
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items

Term	Description
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FPI(s)	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
FV	Face Value
F.Y./FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI/ Government	Government of India
HNI	High Networth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations/Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
I. T. Act	The Income Tax Act, 1961, as amended.
IT Authorities	Income Tax Authorities
IT Rules	The Income Tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
Key Managerial Personnel / KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled " <i>Our Management</i> " beginning on page 147 of this Draft Red Herring Prospectus
KVA	Kilovolt-ampere
LM	Lead Manager

Term	Description
Ltd.	Limited
Mn	Million
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
MD	Managing Director
MICR	Magnetic Ink Character Recognition
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NBFC	Non Banking Finance Company
Net Worth	The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NR	Non Resident
NRE Account	Non Resident (External) Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident (Ordinary) Account
NSDL	National Securities Depository Limited
NI Act	Negotiable Instruments Act, 1881
OCB	Overseas Corporate Bodies
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC	Registrar of Companies
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000

Term	Description
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Listing Regulations / SEBI Listing Regulations/ SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise
Sec	Section
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	SME Platform of NSE Limited
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA/ United States	United States of America
USD / US\$ / \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India
UV	Ultraviolet
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
WTD	Whole-time Director
w.e.f.	With effect from
YoY	Year over year

Notwithstanding the following: -

- i. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 326 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the section titled “*Financial Statements*” beginning on page 173 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

- iii. In the section titled “*Risk Factor*” beginning on page 19 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- iv. In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 95 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter; and
- v. In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 208 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements*” beginning on page 173 this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

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

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements*” beginning on page 173 of this Draft Red Herring Prospectus.

CURRENCY OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

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

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

Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by the Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section – “*Risk Factors*” on page 19 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

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

FORWARD LOOKING STATEMENT

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

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

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 19 and 208 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

SECTION II – RISK FACTORS

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

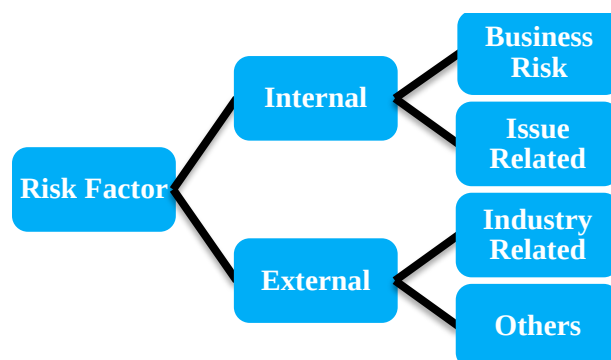
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 121, “Our Industry” beginning on page 98 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 208 respectively, of this Draft Red Herring Prospectus as well as other financial information contained herein.

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

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

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

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



Risk Factors – Internal

1. *Our Company, Promoter and Director are involved in certain litigation which is currently pending at various stages. Our Company is also involved in a criminal proceeding, civil proceeding and certain other tax related proceedings; any adverse decision in such proceedings may render us liable to liabilities and penalties and may adversely affect our business and results of operations. M/s Sharvil Solar Systems Private Limited has filed a criminal complaint against the Company, Promoter and Director and the same is currently pending.*

There are no legal proceedings by or against our Group Companies or Subsidiaries. A classification of legal proceedings is mentioned below:

Also, there is no assurance that in future, we, our promoters, our directors or group companies may not face legal proceedings; any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors, Group Company and Subsidiaries see the chapter titled “Outstanding Litigation and Material Developments” on page 223 of this Draft Red Herring Prospectus.

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints under Section 138 of NI Act, 1881	Aggregate amount involved (Rs. In lakhs)
Company							
By the Company	Nil	Nil	1	Nil	Nil	1	56.74
Against the Company	1*	2	3	Nil	Nil	Nil	26.35
Promoters							
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter	1*	1**	Nil	Nil	Nil	Nil	9.95
Group Companies							
By Group Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Directors other than promoters							

By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	1*	Nil	Nil	Nil	Nil	Nil	9.95
Subsidiaries							
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*Our Director, Promoter and Company are all parties to litigation in one criminal case filed by Sharvil Solar Systems Private Limited & Others.

**Our Promoter-Director is also a Director of Group Company Chip Tech IT Private Limited and is a party to the notice of default.

2. *Our auditors have included qualifications on certain matters in their audit report.*

Our peer reviewed auditor has provided certain observations/qualifications in their audit report. The qualification pertains to non provision of service tax liability under reverse charge mechanism on services availed by Company under Goods Transport Agency Services and advocate services. He has also qualified the report for non compliance of section 73 of Companies Act, 2013. Further, the statutory auditor of our Company has also qualified their report for the fiscal year 2012 for disposal of vehicle by our Company without collection of VAT. For further details, please refer to chapter titled, “Financial Statements as Restated” beginning on page 173 of this Draft Red Herring Prospectus. Investors should consider the same in evaluating our financial position, cash flows and results of operations.

3. *Termination or non-renewal of Distribution Agreements or any material modification to the existing terms under such agreements adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.*

Our Company is engaged in in the business of distribution of IT products, Imaging, Lifestyle and telecom products. Our Company has partnered with certain brands for distribution of products in India specialising in IT, Lifestyle, Imaging and telecom products. Pursuant to our distribution arrangements, we have been granted the right to market and sell their products via distribution model for various licensed territories as mentioned in separate agreements entered. The Distribution Agreements with various partners may be renewed, at the discretion of partners, for successive terms as mentioned in respective agreements.

Under the Agreements entered, the partners are entitled to unilaterally terminate such agreements by providing written notice. Additionally, under certain of the Agreements, certain of the partners also have the right to unilaterally terminate such agreements with immediate effect.

In the event that our partners exercises their right to terminate these agreements whether on the occurrence of any such aforesaid events or otherwise, or, on expiry of the term of such agreements, or in the event the partners are unwilling to renew such agreements or imposes terms less favourable to us than existing terms, it may materially and adversely affect our ability to carry on our business operations and our future financial performance.

In addition, our agreements may be on a non-exclusive basis and the partners are entitled to undertake the production, distribution or sale of the products and brand either themselves or appoint other third-party franchisees for these territories and sub-territories licensed to us. Although our partners has in the past renewed such agreements in our favour, and also granted distribution for additional territories and sub-territories to us, there can be no assurance that in the future the partners will not terminate or

discontinue our arrangements for cause, including any failure by us to meet performance standards or any breach by us of applicable terms and conditions under such agreements, or without cause, and undertake distribution activities directly or through other franchisees in our licensed territories and sub-territories.

4. ***Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.***

Our business is working capital intensive. A significant portion of our working capital is utilized towards trade receivables. Summary of our working capital position is given below:-

Amount (Rs. In lakhs)

Particulars	For the period ending September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
A. Current Assets						
Inventories	2261.90	1295.35	1711.16	1541.17	1726.66	1126.99
Trade Receivables	1818.47	1465.64	1303.68	1524.43	1012.46	970.63
Cash and Cash Equivalents	251.36	236.00	183.19	154.59	166.53	129.36
Short Term Loans & Advances	422.64	197.24	344.38	222.45	49.31	106.01
Other Current Assets	303.52	242.90	207.77	132.17	23.85	57.01
B. Current Liabilities						
Trade Payables	1747.23	693.46	498.06	726.16	660.69	453.70
Other Current Liabilities	32.42	91.77	59.47	100.14	66.56	26.48
Short Term Provisions	16.98	25.02	11.38	12.72	0.13	0.08
Working Capital (A-B)	3261.26	2626.88	3181.28	2735.80	2251.43	1909.73
Trade receivables as % of total current assets	35.95%	42.64%	34.76%	42.64%	33.99%	40.61%
Inventory as % of total current assets	44.72%	37.69%	45.63%	43.11%	57.96%	47.15%

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “Objects of the Issue” beginning on page 86 of this Draft Red Herring Prospectus.

5. ***Our business is heavily dependent on our suppliers***

We currently do not manufacture any of the products that we deal in. As an authorised distributor of IT, imaging and lifestyle products, our business is heavily dependent on the sustenance and business capabilities of the respective suppliers of these products, with whom we have entered into distribution agreement for supplying the products. Since we do not manufacture any product ourselves, nor have any substantial marketing or branding requirements for business, we are reliant on our suppliers for all these aspects. Our sales and profitability would be adversely affected in case of any management incapacities or errors on part of our key suppliers.

6. ***We are mainly dependent on imports for supply of our products. Consequently, we are exposed to foreign currency fluctuation risks which may harm our results of operations.***

Our Company has entered into distribution agreements with partners which are situated overseas and thus mainly imports its product requirement either directly or through high seas purchase. Over dependence on imports may adversely affect our profitability in case the trade relations of India with any of these countries get strained in the future or the suppliers face any sort of problems due to internal issues of their countries. Also, the exchange rate between the Indian Rupee and currencies of the countries from where the products are imported may fluctuate and adversely affect our results of operations. Depreciation of the Indian rupee against the U.S. Dollar and other foreign currencies may adversely affect our results of operations by increasing the cost of our product coal or any future capital expenditure in foreign currencies. Volatility in the exchange rate may negatively impact our cost of operations and operating results.

7. Ours is a High Volume-Low Margin Business

Ours is a high volume low margin business. Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results, debt service capabilities and financial conditions. Due to the nature of the products we sell, we may not be able to charge higher margins on our products. Hence, our business model is heavily reliant on our ability to effectively grow our turnover and manage our key processes including but not limited to procurement of raw material/ traded goods, timely sales / order execution and continuous cost control of non core activities.

The table below gives details of our Operating Margins and Net Profit margin based on restated financials

Particulars	2015-16	2014-15	2013-14
Total Income (Rs in lakhs)	19878.69	18462.27	14014.52
EBITDA Margins (%)	2.41%	2.00%	3.13%
PBT Margins (%)	0.62%	0.60%	1.57%
PAT Margins (%)	0.34%	0.41%	1.13%

As part of our growth strategy, we aim to improve our functional efficiency and enhance our business operations. Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans, or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands.

For further details regarding the discussions and explanations for our past results, please refer to the chapter titled “*Management’s Discussions and Analysis of Financial Condition and Results of Operations*” beginning on page 208 of this Draft Red Herring Prospectus.

8. We are subject to the risk that our inventory value may decline, and protective terms under our vendor agreements may not adequately cover the decline in value, which in turn may affect our business, results of operation and financial condition

The IT products industry is subject to rapid technological change, new and enhanced product specification requirements, and evolving industry standards. These changes may cause inventory on hand to decline substantially in value or to rapidly become obsolete. Most of our vendors offer limited protection from the loss in value of inventory. The decrease or elimination of price protection could result in inventory write-downs which would affect our business, results of operation and financial condition.

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

Our Company has not complied with certain statutory provisions such as the following:

- a) Non-compliance of the provisions of section 73 of the Companies Act, 2013 in relation to acceptance of deposit by our Company as our Company has accepted deposit from Non Shareholder during the FY.2015-16.
- b) Error in filing of Annual Return for the financial year 2015-16 with a mismatch in details of shareholders as on March 2015-16.

10. *Some of our corporate records including forms filed with the Registrar of Companies are not traceable.*

Our Company was incorporated as a private limited company in 1993 under the provisions of the Companies Act, 1956. Online filing of RoC documents was initiated in the year 2006 and all forms prior to the said year were physically filed, hence certain forms could not be retrieved from the office of Registrar of Companies, Gujarat. Further the Company could not retrieve forms including but not limited to Return of Allotment, Registration of charges and modification of charges, Increase in Authorised Capital. Our Company cannot assure you that the filings were made in a timely manner or the information gathered through other available documents of the Company are correct. Our Company may not be in a position to attend and / or respond appropriately to any legal or business matter due to lack of lost / destroyed records and to that extent the same could affect our Company adversely.

11. *Our business is seasonal in nature and hence results of different quarters within a fiscal year may not be fully comparable.*

Sale of electronics in India has been a seasonal business historically. The primary reason for this is the culture of buying large value assets around festive seasons. Hence, our sales vary in season time and in lean period. This would make our quarterly results not fully comparable to each other.

12. *We have certain contingent liabilities that have not been provided for in our Company's financials which if materialised, could adversely affect our financial condition.*

Our contingent liabilities as on September 30, 2016 as per our restated financials is as under:

Particulars	As at September 30, 2016
Contingent liability in respect of	
Outstanding TDS default	0.07
Outstanding tax demand with respect to MVAT FY 09-10	1.65
Outstanding Tax Demand with Respect to CIT Appeal Order - Assessment Year 2009-10(Order dated 14/10/2016)	6.10
Outstanding tax demand with respect to income tax AY 08-09	5.51
Bank Guarantee	15.25
Total	28.58

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled “Financial Statements” on page 173 of this Draft Red Herring Prospectus.

13. *Restrictive covenants in distribution agreement entered with the principal company*

We have entered into distribution agreements entered into with the principal suppliers of IT, imaging and lifestyle products sold by us. Certain covenants in these agreements require us to obtain approval/permission from our suppliers in certain conditions. In the event of default or the breach of certain covenants, our suppliers have the option to take requisite action. There can be no assurance that we will be able to comply with these covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

14. *Chip Tech IT Private Limited (“CTIPL”), a Company in which Ketan Patel, our Promoter was a Director have not made compliance filings for resignation of Director as required under the Companies Act, 1956.*

Our Promoter, Ketan Patel was on Board of Chip Tech IT Private Limited (“CTIPL”) and has tendered his resignation vide courier dated July 4, 2008. Further, Ketan Patel also couriered his resignation letter to residential address of other directors named Chih Ming Hsieh and Kai Ming Hsieh on January 29, 2009. On October 3, 2009, Ketan Patel couriered a letter appealing the other directors to file the necessary documents with the Registrar of Companies, Karnataka and despite of many attempts, the other directors have failed to fulfil their duty and have not filed form for resignation of Ketan Patel and have also failed to file annual returns, balance sheet and profit and loss from incorporation. Post implementation of Companies Act, 2013, Ketan Patel has attempted to file DIR 11 for resignation with a different date but there were some technical problems for filing the form with original date of Resignation i.e. July 4, 2008.

Ketan Patel received a notice from Registrar of Companies, Karnataka for filing of annual returns, balance sheets and profit and loss account for financial year 2014-15, 2013-14, 2012-13.

Any such discrepancy may lead to penalties to our Promoter in future may also lead to disqualification of him being a Director.

15. *We are dependent on certain brands for promotion of our products. An inability by the brand owners to adequately promote its brands and/ or adequately protect its trademarks and brands may result in loss of goodwill and business and adversely affect our business prospects, results of operations and financial condition.*

Our Company is engaged in the business of distribution of IT products, Imaging, Lifestyle and telecom products and have entered into distribution agreements with certain brands for distribution of products. We are dependant on these brands for promotion of our products. The owner of the brands is primarily responsible for consumer marketing and brand promotion. Currently while we make no contribution to the brand marketing costs, we could be asked in future by these brand owners to share such expenses. We are under no obligation to make such contribution or maintain funding levels in future, and our ability to expand our product range would depend on product expansion strategy carried out by the brand owners. A decrease in marketing efforts and expenditure by brand owners, in contribution to its marketing plan or in its commitment to the development and introduction of new products may adversely affect our business prospects, results of operations and financial condition.

16. *Any disruption in our IT systems and communication link could harm our business.*

Our business is highly dependant on voice and data communication links between our offices and warehouses. Any significant interruption in the IT systems or break down of our communication links will affect our ability to meet our contractual commitments, damage our reputation and weaken our competitive position. Since we do not maintain business interruption insurance the occurrence of any of the forgoing events could adversely affect our business, results of operation and financial condition.

17. *We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. All the approvals are required to be transferred in the name of “Creative Peripherals and Distribution Limited” from “Creative Peripherals and Distribution Private Limited” pursuant to name change of our company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.*

We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Also, we were a private limited company in the name of “Creative Peripherals and Distribution Private Limited” which was carrying business of operating as a dealer in all parts of computer peripheral and software development. As per Companies Act, 2013, a private limited company can be converted into public limited company. After complying with the relevant procedure of Companies Act, 2013, the said private limited company was converted into a public limited company in the year 2017. After conversion there was change of name of the company from “Creative Peripherals and Distribution Private Limited” to “Creative Peripherals and Distribution Limited”. We

shall be taking necessary steps for transferring the approvals in new name of our company. In case we fail to transfer/obtain the same in name of the company same may adversely affect our business or we may not be able to carry our business

The company has also applied for change of name of all the approvals. In case of delay or failure to obtain the same, it could affect our business operations. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. Further Company needs to apply for Professional Tax Registration Certificate (PTRC) for the state of West Bengal. Our Company has not obtained Registration Certificate under Shops and Establishment Act for branches in various states as mentioned in material licences and approvals for which company is yet to apply section of Government and Other Statutory Approvals Chapter. Registration Certificate of Establishment under Bombay Shops and Establishment Act, 1948 is expired and yet to be applied for renewal. Additionally, our company has applied for renewal of Registration Certificate under Madhya Pradesh Municipal Corporation Act, 1956. Company has also made application for addition and deletion of addresses in VAT and CST Registration Certificate as mentioned in pending approvals section of Government and Other Statutory Approvals Chapter. For more information, see chapter “Government and Other Statutory Approvals” on page 233 of this Draft Red Herring Prospectus.

18. *We depend on certain brand names and our corporate name and logo that we may not be able to protect and/or maintain.*

Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill. Currently, we do not have registered trademarks for our own nor our corporate name and logo under the Trade Marks Act, 1999. Consequently, we do not enjoy the statutory protections accorded to registered trademarks in India for the corporate name and logo of our company, which are currently pending. In the absence of such registrations, competitors and other companies may challenge the validity or scope of our intellectual property right over these brands or our corporate name or logo. As a result, we may be required to invest significant resources in developing new brands or names, which could materially and adversely affect our business, financial condition, results of operations and prospects.

19. *We do not own the property on which our registered office is located. Also some of our branch offices are located at leased premises.*

We do not own the property on which our registered office is located. The registered office of our Company situated at B-215, Mandpeshwar Industrial Premises Co-op. Soc. Limited, Opp. MCF Club, off S.V.P. Road, Borivali (W) Mumbai, Maharashtra- 400092, India is taken on rent from Purvi Patel for a period of 3 years with effect from January 01, 2017. The branch offices operated by our Company are also taken on rent from respective parties. There can be no assurance that renewal of the said agreement with the owners of the office will be entered into. If we are unable to continue to use such premises during the period of the agreement or the lease as the case may be or extend such agreements on their expiry on commercially acceptable terms, or at all, we may suffer a disruption in our business operations which could have a material and adverse effect on our business, results of operations and financial condition. In the event of non-renewal of the said agreements, we may be required to shift our registered office or branch office to new locations and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one.

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

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

(Rs. in Lakhs)

Particulars	For the period ended September 30, 2016	For The Year Ended				
		2016	2015	2014	2013	2012
Cash Flow from / (used in) Operating Activities	(437.48)	1,002.79	(80.96)	(162.24)	(55.95)	(405.99)
Cash Flow from / (used in) Investing Activities	17.51	2.91	(17.79)	(4.26)	(41.42)	(20.44)
Cash Flow from / (used in) Financing Activities	435.28	(953.41)	127.37	154.55	134.54	428.26

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

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

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and trade inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory.

22. *We may not be successful in implementing our business strategies.*

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

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

Our Company has entered into certain transactions with our related parties including our Promoter, the Promoter Group, Group Companies, our Directors and their relatives. While we believe that all such transactions have been conducted on the arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to section "Related Party Transactions" in Section "Financial Statements" beginning on page 173 of this Draft Red Herring Prospectus.

24. *We are dependent upon few suppliers for our products. In an eventuality where our suppliers are unable to deliver us the required materials in a time-bound manner it may have a material adverse effect on our business operations and profitability.*

For the year ended March 31, 2016 our top 10 suppliers contributed around 52.79% and top 5 suppliers contributed around 47.05% of our purchases.

Any problems faced by our suppliers in their manufacturing facilities resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customer's requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers.

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

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

26. *Some of our Group Companies have negative net worth and have incurred losses in the previous financial years.*

Sustained financial losses by our Group Companies may not be perceived positively by external parties such as customers, bankers, suppliers etc, which may affect our credibility and business operations. The following of our Group Company has incurred losses in previous years:

Financial Performance of Click Retail Private Limited

(Rs. in lakhs)

Particulars	2014-15	2013-2014
Paid Up Capital	109.00	5.00
Reserves & Surplus	-190.24	-101.26
Sales and other income	1343.01	32.64
Profit / loss after tax	-89.77	-90.47
EPS (Rs.)	-130.82	-180.94
NAV (in Rs.)	-7.45	-192.52

Further Click Retail Private Limited has not filed financials with the registrar of Companies for the financial year 2015-16 and thus losses in the financial year 2015-16 cannot be identified.

27. *Our Group Companies M/s. Cosdec Informatics Private Limited and M/s Click Retail Private Limited have not made certain requisite filings/made delay in filings under various Statutory Acts applicable to it for the past few years.*

Our Group Company, M/s. Cosdec Informatics Private Limited and M/s Click Retail Private Limited have not made certain requisite filings/made delay in filings under various Statutory Acts applicable to it for the past few years. Although it has not been furnished with any notices by the RoC any other statutory authority with respect to this non-compliance, we cannot guarantee that the Company will not be subject to any penalties for the said violations in future. There can be no assurance that such non compliances by our Group Companies may have an adverse impact on our reputation or business.

28. *Conflicts of interest may arise out of common business undertaken by our Company, Promoter and our Group Companies.*

Our Group Companies, M/s. Cosdec Informatics Private Limited, M/s Click Retail Private Limited is also authorized to carry similar activities as those conducted by our Company. Though, our Group Company does not exactly involve in activities similar to ours, however it is authorised by Memorandum of Association to carry the same business. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company, and our Group Company in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour other company

in which our Promoter has interests. There can be no assurance that our Promoter or our Group Company or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

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

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. Although we attempt to maintain quality standards, and provide end-to-end services including warranty and post-warranty service thereby giving significant value-addition to vendors and customers. For some of our vendors, in the process of providing customer support, we provide other value added services such as technical response centre, parts logistics including reverse logistics, high level repair services for cameras.

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

30. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.*

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 1,595.29 Lakhs as on September 30, 2016. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse affect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer to page 217 of this Draft Red Herring Prospectus.

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

As on September 30, 2016, our Company has unsecured loans amounting to Rs. 732.29 lakhs from related and other parties that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled Financial Statements as Restated beginning on page 173 of this Draft Red Herring Prospectus.

32. *Our lenders have imposed certain restrictive conditions on us under our financing arrangements.*

We have entered into agreements for availing debt facilities from lenders. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. Further certain agreements also impose financial and other restrictive covenants such as maintenance of financial ratios, submission of results, etc. There can be no assurance that we will be able to comply with the financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company

may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. Though these covenants are restrictive to some extent for us, however it ensures financial discipline, which would help us in the long run to improve our financial performance. For further information, see the chapter titled “Financial Indebtedness” on page 217 of the Draft Red Herring Prospectus.

33. *Our Promoter and members of the Promoter Group have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.*

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

34. *Our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.*

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of, among others, standard fire and special perils, inland, earthquake, STFI, terrorism, etc. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

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

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “Objects of the Issue” beginning on page 86 of this Draft Red Herring Prospectus.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare

any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page 172 of this Draft Red Herring Prospectus.



37. Our trademark *Creative Peripherals* is not registered under the Trade Marks Act and our ability to use the trademark may be impaired.

Our Company’s business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection. If our trademark is not registered it can allow any person to use a deceptively similar mark and market its product which could be similar to the products offered by us. Such infringement will hamper our business as prospective clients may go to such user of mark and our revenues may decrease. Further some of the applications made by us have also been objected by third parties. As some of our logos are not registered, we would not enjoy the statutory protections accorded to a registered trademark and our ability to use our logo may be impaired. Further, the Company has entered into a License Agreement dated December 04, 2015 with Honeywell International Inc for use of trademark “Honeywell” and the said agreement are valid until December 31, 2020. For further details please refer to section titled “Government and Other Approvals” beginning on page 233 of this Draft Red Herring Prospectus.

38. Within the parameters as mentioned in the chapter titled ‘Objects of this Issue’ beginning on page 86 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.

We intend to use entire fresh Issue Proceeds towards working capital requirements and general corporate purposes. We intend to deploy the Net Issue Proceeds in financial year 2017-18 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the fresh Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled "Objects of the Issue" beginning on page 86 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled ‘Objects of the Issue’ beginning on page 86 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the utilisation of the proceeds of this Issue.

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

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase

our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

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

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

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

After completion of the Issue, our Promoter and Promoter Group will collectively own 66.95.% of the Equity Shares. As a result, our Promoter together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

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

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding, dividend entitlement in our Company and as lenders to the Company. For further information, see “Capital Structure”, “Our Management” and “Financial Indebtedness” on pages 64, 147 and 217, respectively, of this Draft Red Herring Prospectus.

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

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

Issue Specific Risks

44. *We have issued Equity Shares in the last twelve months, the price of which is lower than the Issue Price.*

Our Company has issued 20,00,000 bonus Equity Shares and 5,00,000 Equity Shares pursuant to Rights Issue in the last twelve months. For further details of Equity Shares issued, please refer to chapter titled, 'Capital Structure' beginning on page 64 of this Draft Red Herring Prospectus.

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

The Issue Price of our Equity Shares will be determined by book built method. This price is based on numerous factors (For further information, please refer chapter titled "Basis for Issue Price" beginning on page 92 of this Draft Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

EXTERNAL RISK FACTORS

Industry Risks:

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

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

Other Risks

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

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

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

As stated in the reports of the Auditor included in this Draft Red Herring Prospectus under chapter “Financial Statements as restated” beginning on page 173, the financial statements included in this Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

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

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

- custom duties on imports of products;
- central and state sales tax, value added tax and other levies; and
- Other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time.

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

50. *The nationalized goods and services tax (GST) regimes proposed by the Government of India may have material impact on our operations.*

The Government of India has proposed a comprehensive national goods and service tax (GST) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Given the limited liability of information in the public domain covering the GST we are unable to provide/ measure the impact this tax regime may have on our operations.

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

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

52. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and Information technology industry contained in the Draft Red Herring Prospectus.*

While facts and other statistics in the Draft Red Herring Prospectus relating to India, the Indian economy and the Information technology industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled 'Our Industry' beginning on page 98 of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

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

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

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

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

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

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

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

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

PROMINENT NOTES

- Public Issue of 18,00,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. [●]/- per Equity Share ("Issue Price") aggregating upto Rs. [●] Lakhs, of which [●] Equity Shares of face value of Rs. 10 each will be reserved for subscription by Market Maker to the Issue ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of [●] Equity Shares of face value of Rs. 10 each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute [●]% and [●]%, respectively of the post Issue paid up equity share capital of the Company.
- Investors may contact the Book Running Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "General Information" beginning on page 54 of this Draft Red Herring Prospectus.
- The pre-issue net worth of our Company was Rs. 1069.04 lakhs as of September 30, 2016 and Rs. 1023.20 lakhs as at March 31, 2016. The adjusted book value after bonus issue of each Equity Share was Rs 26.73 as of September 30, 2016 and Rs. 25.58 as at March 31, 2016 as per the restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 173 of this Draft Red Herring Prospectus.
- The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Ketan Patel	39,69,760	5.00

For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled "Capital Structure" beginning on page 64 of this Draft Red Herring Prospectus.

For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer Annexure [●] "Related Party Transaction" under chapter titled "Financial Statements as restated" beginning on page 173 of this Draft Red Herring Prospectus.

5. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled “*Issue Structure*” beginning on page 270 of this Draft Red Herring Prospectus.
6. Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoter and Promoter Group*”, “*Our Management*” and “*Related Party Transaction*” beginning on pages 64, 162, 147 and 171 respectively, of this Draft Red Herring Prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.
7. Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 64 of this Draft Red Herring Prospectus, we have not issued any Equity Shares for consideration other than cash.
8. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
9. Investors are advised to refer to the chapter titled “*Basis for Issue Price*” beginning on page 92 of this Draft Red Herring Prospectus.
10. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with the Stock exchange.
11. Our Company was originally incorporated as “Creative Pheripherals and Distribution Private Limited” at Mumbai, Maharashtra, as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 22, 2004 bearing Corporate Identification Number U52392MH2004PTC148754. Name of our Company was changed to “Creative Peripherals and Distribution Private Limited” on June 15, 2005 vide a fresh Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra. Subsequently our Company was converted in to a public limited company pursuant to special resolution passed by the members in the extraordinary general meeting held on January 31, 2017 and name of our Company was changed to “Creative Peripherals and Distribution Limited vide a fresh certificate of incorporation dated March 1, 2017 issued by the Registrar of Companies, Maharashtra. The Corporate Identification Number of our Company is U52392MH2004PLC148754

SECTION III – INTRODUCTION

SUMMARY OF OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 173 and [●] respectively of this Draft Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO ELECTRONIC PRODUCT INDUSTRY

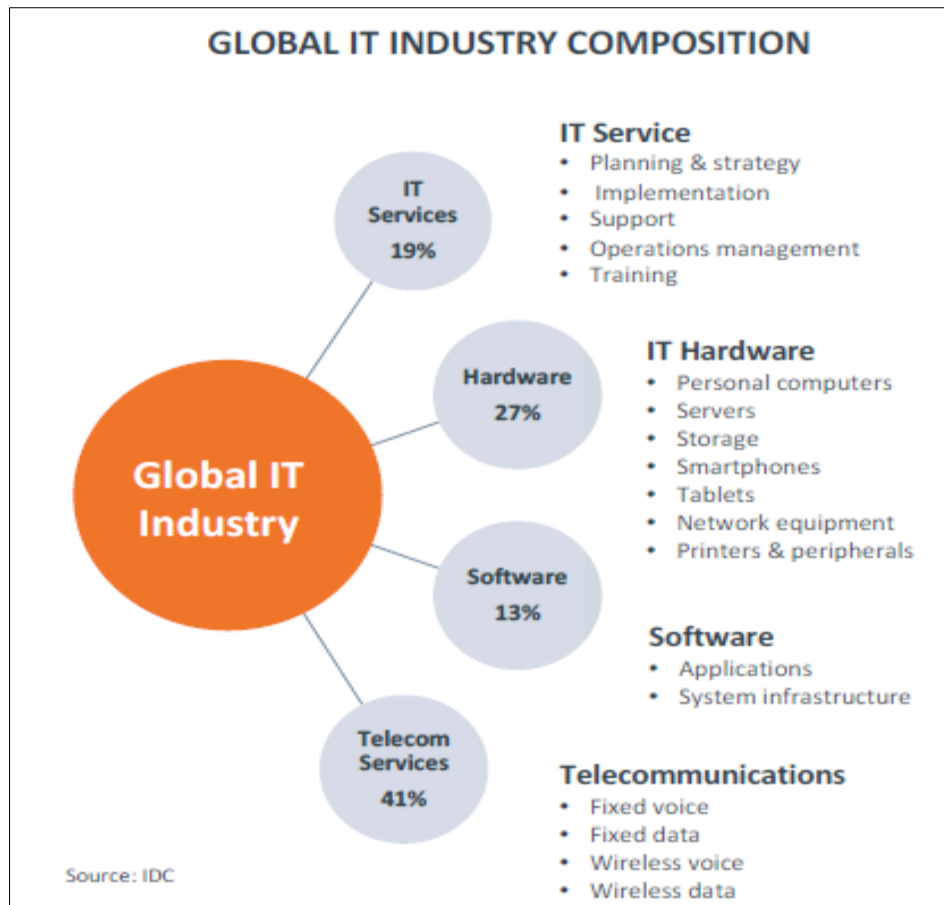
The electronics market of India is one of the largest in the world and is anticipated to reach US\$ 400 billion in 2022 from US\$ 69.6 billion in 2012. The market is projected to grow at a compound annual growth rate (CAGR) of 24.4 per cent during 2012-2020. Total production of electronics hardware goods in India is estimated to reach US\$ 104 billion by 2020. The communication and broadcasting equipment segment constituted 31 per cent, which is the highest share of total production of electronic goods in India in FY13, followed by consumer electronics at 23 per cent.

Electronic exports from India were expected to reach US\$ 8.3 billion in FY13, a CAGR of 27.9 per cent during FY07–12. Technological improvements and competitively cost effectiveness are main drivers for demand of Indian electronics products abroad. The Government of India has set up Electronic Hardware Technology Parks (EHTPs), Special Economic Zones (SEZs) and has brought about a favourable climate for foreign direct investment (FDI). It has also increased liberalisation and relaxed tariffs to promote growth in the sector. In addition, the government gave its green signal to the Modified Special Incentive Package Scheme (MSIPS) under which the central government will be offering up to US\$ 1.7 billion in benefits to the electronics sector in next five years.

The growing customer base and the increased penetration in consumer durables segment have provided enough scope for the growth of the Indian electronics sector. Also, digitisation of cable could lead to increased broadband penetration in the country and open up new avenues for companies in the electronics industry.

(Source: Indian Electronics Industry Analysis India Brand Equity Foundation, www.ibef.org)

IT INDUSTRY COMPOSITION



(Source: *IT Industry outlook 2017*, CompTIA Properties, www.comptia.org)

GLOBAL ECONOMIC ENVIRONMENT

INTRODUCTION

Since the Economic Survey and Budget were presented a year ago, the Indian economy has continued to consolidate the gains achieved in restoring macro-economic stability. Inflation, the fiscal deficit, and the current account deficit have all declined, rendering India a relative haven of macro stability in these turbulent times. Economic growth appears to be recovering, albeit at varying speeds across sectors.

At the same time, the upcoming Budget and 2016-17 (FY-2017) economic policy more broadly, will have to contend with an unusually challenging and weak external environment. Although the major international institutions are yet again predicting that global growth will increase from its current subdued level, they assess that risks remain tilted to the downside. This uncertain and fragile outlook will complicate the task of economic management for India.

The risks merit serious attention not least because major financial crises seem to be occurring more frequently. The Latin American debt crisis of 1982, the Asian Financial crisis of the late 1990s, and the Eastern European crisis of 2008 suggested that crises might be occurring once a decade. But then the rapid succession of crises, starting with Global Financial Crisis of 2008 and proceeding to the prolonged European crisis, the mini-crises of 2013, and the China provoked turbulence in 2015 all hinted that the intervals between events are becoming shorter.

This hypothesis could be validated in the immediate future, since identifiable vulnerabilities exist in at least three large emerging economies—China, Brazil, Saudi Arabia—at a time when underlying growth and productivity developments in the advanced economies are soft. More flexible exchange rates, however, could moderate full-blown eruptions into less disruptive but more prolonged volatility.

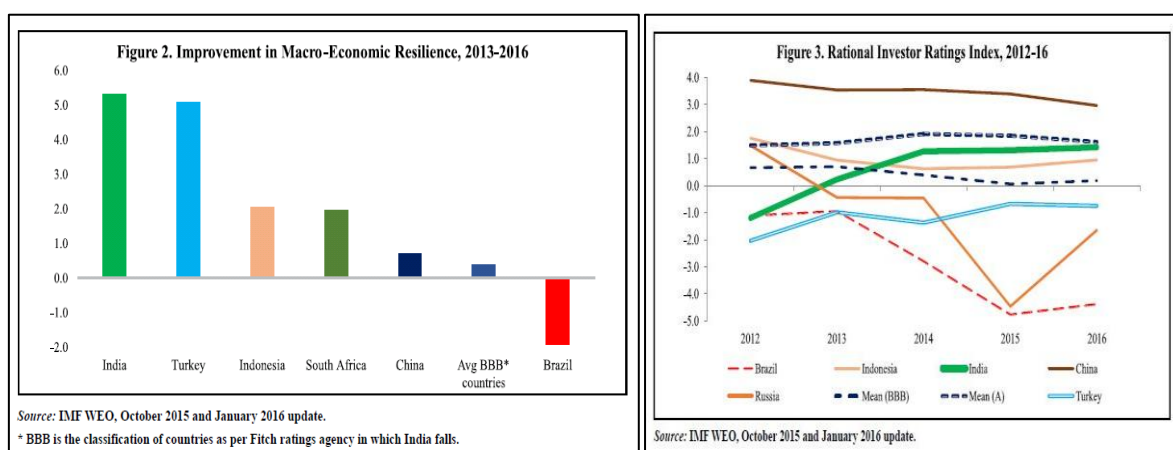
One tail risk scenario that India must plan for is a major currency re-adjustment in Asia in the wake of a similar adjustment in China; as such an event would spread deflation around the world. Another tail risk scenario could unfold as a consequence of policy actions—say, capital controls taken to respond to curb outflows from large emerging market countries, which would further moderate the growth impulses emanating from them.

In either case, foreign demand is likely to be weak, forcing India—in the short run—to find and activate domestic sources of demand to prevent the growth momentum from weakening. At the very least, a tail risk event would require Indian monetary and fiscal policy not to add to the deflationary impulses from abroad. The consolation would be that weaker oil and commodity prices would help keep inflation and the twin deficits in check.

(Source-Economic Survey 2015-16-Volume I; www.indiabudget.nic.in)

THE INDIAN ECONOMY

The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. A sense of this turnaround is illustrated by a cross-country comparison. In last year's Survey, we had constructed an overall index of macroeconomic vulnerability, which adds a country's fiscal deficit, current account deficit, and inflation. This index showed that in 2012 India was the most vulnerable of the major emerging market countries. Subsequently, India has made the most dramatic strides in reducing its macro-vulnerability. Since 2013, its index has improved by 5.3 percentage points compared with 0.7 percentage points for China, 0.4 percentage points for all countries in India's investment grade (BBB), and a deterioration of 1.9 percentage points in the case of Brazil (Figure 2).



If macro-economic stability is one key element of assessing a country's attractiveness to investors, its growth rate is another. In last year's Survey we had constructed a simple Rational Investor Ratings Index (RIRI) which combined two elements, growth serving as a gauge for rewards and the macro-economic vulnerability index proxying for risks. The RIRI is depicted in Figure 3; higher levels indicate better performance. As can be seen, India performs well not only in terms of the change of the index but also in terms of the level, which compares favourably to its peers in the BBB investment grade and even its "betters" in the A grade¹. As an investment proposition, India stands out internationally.

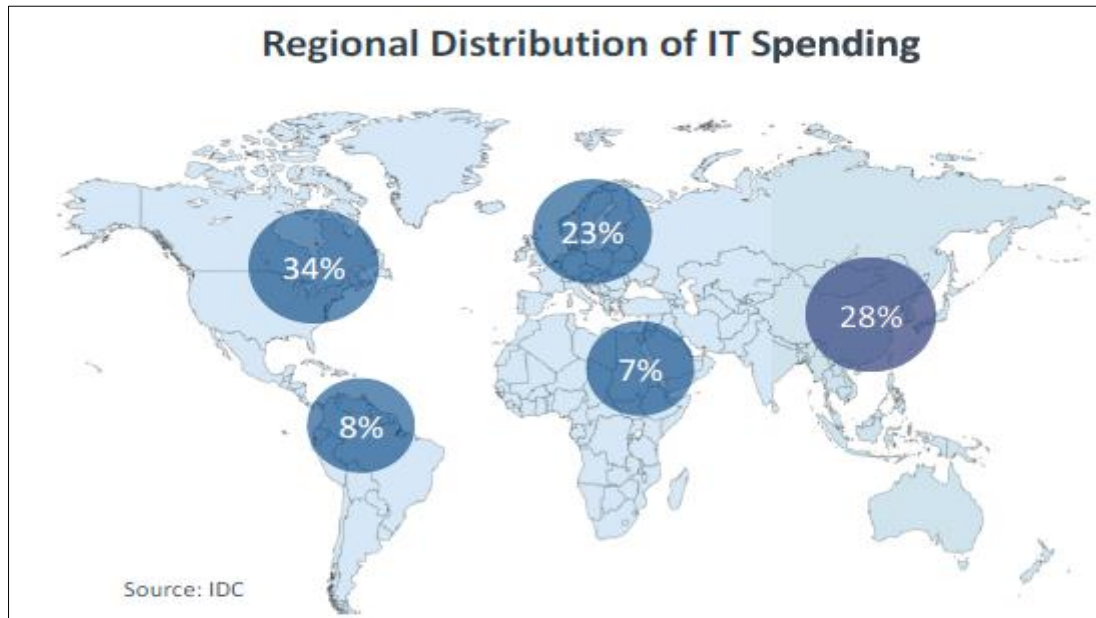
(Source-Economic Survey 2015-16-Volume I, www.indiabudget.nic.in)

(Source - Economic Survey 2015-16-Volume II, www.indiabudget.nic.in)

GLOBAL IT INDUSTRY

The global IT industry surpassed \$3.4 trillion in 2016, according to the research consultancy IDC. If growth expectations materialize, the industry will push past the \$3.5 trillion mark in the year ahead (1Source: IDC). The vast majority of IT spending stems from purchases made by business or enterprises, with a small portion coming from household spending. With the increasing blurring of work and personal life, especially in the small business space, along with the BYOD phenomenon, it

is difficult to classify certain types of technology purchases as being solely business or solely consumer. The U.S. market represents 28 percent of the worldwide total, or slightly over \$1 trillion. The next largest market is the Asia-Pacific region, which encompasses Japan, China, Australia, India, and surrounding countries. The share of the Asia-Pacific region has increasingly accounted for a larger share of the global IT pie. This has mostly come at the expense of a Western Europe market growing at a slower rate and thereby reducing its proportional share over time.

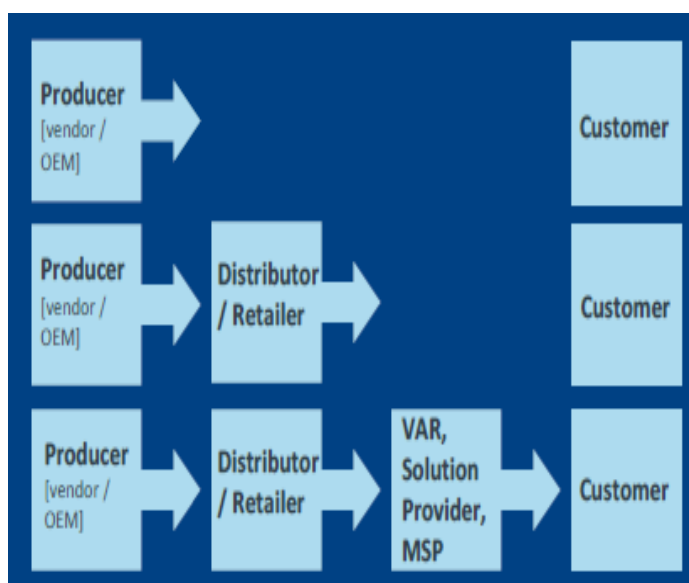


(Source: *IT Industry outlook 2017*, CompTIA Properties, www.comptia.org)

DEFINING AND SIZING THE IT CHANNEL.

Every industry sector has a mechanism to get products and services to their customers' hands. While some producers or manufacturers of goods sell direct to customers, most rely on intermediaries, or indirect channels, that can more efficiently or effectively deliver products and services to customers. Automotive manufactures rely on dealerships, pharmaceutical companies on drugstores, insurance firms on agents, and so on.

In the technology sector, this mechanism is referred to as the IT channel. The creators of a product – typically a technology vendor or OEM – may find it advantageous to work with intermediaries, such

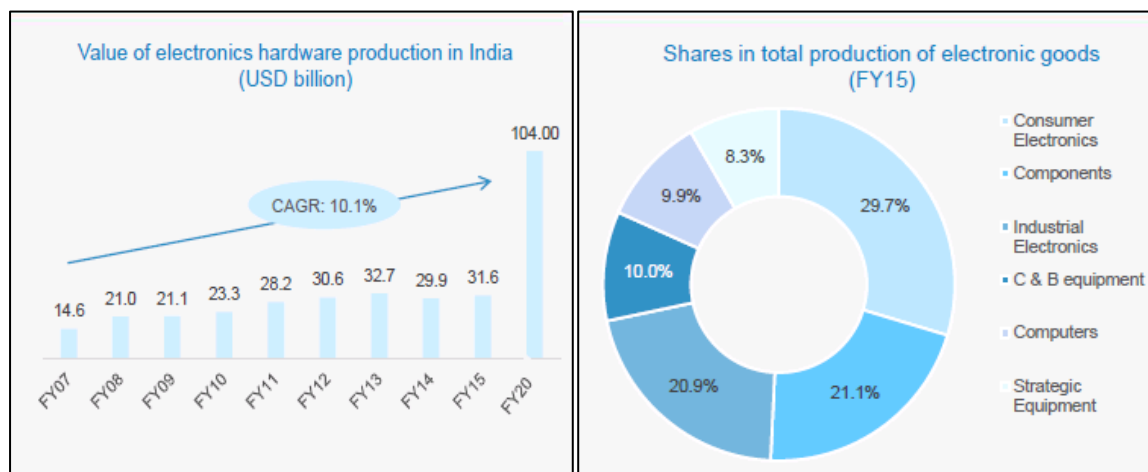


as a distributor or value added reseller (VAR), to get its products to market

Among those outside the IT industry, it is not uncommon to wonder why vendors do not simply sell directly to customers. In some cases, vendors do sell directly to customers. A small software vendor may sell direct to customers via the software-as-a-service model. Or, a hardware vendor may sell a large order of servers for a datacenter directly to an enterprise level customer. In many cases, though, vendors see value in working through their channel partners. Estimates suggest upwards of two-thirds of core IT products, representing an estimated \$200 billion-plus, flow through or are influenced by indirect sales channel.

(Source: IT Industry outlook 2017, CompTIA Properties, www.comptia.org)

INDIAN ELECTRONICS MARKET: STATISTICAL OVERVIEW



(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

NOTABLE TRENDS IN THE ELECTRONICS SECTOR

Consumer electronics

Increased presence of organised retail and affordability due to technological advancement. Expansion into new segments such as HDTVs, tablets and smart phones. Under Union Budget FY17, government exempted parts & components, subparts for manufacturing of routers, broadband modems, set-top boxes for internet & TV, CCTV camera/IP camera, lithium-ion battery except mobile handsets from the purview of BCD, CVD, SAD duties.

Industrial electronics

Application of state-of-the-art systems such as Decision Analysis, 3-D coordinate systems, smart image processing, Nanotechnology, Nano scale assemblies, DCS, etc., across various sections of the industry. Introduction of robotics to manage process and equipment's for sensitive industries like Chemical Industry, Nuclear Power Generation etc. Integration of production and business operations Artificial Intelligence has been made available which would help the sector to improve its quality control thereby making it more efficient

Computers

One of the fastest-growing IT systems and hardware market in Asia Pacific. Notebooks segment have recorded a growth rate of 17 per cent in FY15; tablet ownership registered a growth of 27 per cent in 2014 – 15 from the previous year. The industry of computer hardware in India grew from USD2.9 billion in FY14 to USD3.06 billion in FY15. Expansion of server market into smaller cities, and small and medium businesses.

Electronic components

Semiconductors lead segmental growth. High growth in key determinants for electronic components, namely consumer electronics, telecom, defence and IT verticals. Total Semiconductor market in India is estimated to reach USD9.66 billion by the end of 2015

Strategic electronics

The production in strategic electronic segment in India increased from USD2.29 billion in FY14 to USD2.57 billion in FY15. Economic growth and low costs are likely to provide impetus to aerospace market. Nuclear power to play a large role in India's energy security needs. Companies such as Bharat Electronics Limited, Hindustan Aeronautics Limited, Electronics Corporation of India Limited, Bharat Dynamics Limited dominated this segment

C&B equipment's

Growing broadband subscriber base. As on 30th June, 2016, the total number of telephone subscribers in the country was 1,059.86 million, covering wireless subscriber base of 1,035.12 million and wire line subscriber base of 24.74 million, respectively

E – Waste Management

Increasing Adoption of Electronic Waste Management Scheme supported by the regulatory framework has improved the electronics sector to a large extent

Major Contributors to Employment

Major segments such as Consumer Electronics, Telecom Equipment, and IT Hardware can be major contributors to employment

Increasing Consumption and potential for production

Increasing PFCE on Recreational and Educational services and Home appliances are expected to contribute to the rise in consumption and production of Electronics and IT Hardware. Growth of 17 per cent is expected with major contributors being Consumer Electronics, Telecom and computers

(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

MULTIPLE FACTORS FAVOUR INVESTMENT IN ELECTRONICS

Growing customer base

Market for electronics is expected to expand at a CAGR of 66.1per cent during 2015–20. The demand for electronics hardware in India is projected to increase to USD139 billion by 2018

Incentives and concessions under schemes

Export Oriented Unit (EOU) Scheme, Electronics Hardware Technology Park (EHTP) Scheme, Software Technology Park (STP) Scheme and EOU/EHTP/STP Schemes

Targeted reduction in import bill

Domestic electronic production accounts for around 45.0 per cent of the total market demand. Therefore, in order to reduce the import bill, the government plans to boost the domestic manufacturing capabilities and is considering a proposal to give preference to Indian electronic products in its purchases

Increasing penetration in the consumer durables segment

Consumer durables market in India is characterised by low penetration in various product segments, viz. 1.0 per cent in microwaves, 3.0 per cent in ACs, 16.0 per cent in washing machines, 18.0 per cent in refrigerators, etc. Higher disposable incomes are leading to realisation of penetration potential in various product segments, especially in rural areas

Policy and investment support

To compliment the targeted reduction in import bill, the government has proposed a minimum investment of USD555.0 million for semiconductor manufacturing plants and USD222.0 million for

ecosystem units. This is considered a major step toward attracting foreign companies to set up manufacturing facilities in India. In Union Budget 2016 – 17, inputs, parts, components & subparts for manufacturing of charger/adaptor, battery & wired handsets/speakers of mobile phones are fully exempted from Basic Customs Duty (BCD), Counter Veiling Duty (CVD) and Special Additional Duty (SAD)

(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

ADVANTAGE INDIA

Growing demand

Demand from households is set to accelerate given rising disposable incomes, changing lifestyles, and easier access to credit. Government and corporate spending will also contribute to growth in demand

Attractive opportunities

The electronics market is expected to expand at a CAGR of 41.4 per cent during 2016–20. Intended reduction in government's import bill is likely to boost domestic electronics manufacturers.

Higher Investments

Sector has attracted strong investments in the form of M&As and other FDI inflows. Companies are set to augment investments in production, distribution and R&D in the next few years. Government has received investment proposals for USD17.5 million for which they intend to provide incentives under M-SIPS scheme. Applications received before July, 2020 will be considered.

Policy support

100 per cent FDI allowed in the electronics hardware manufacturing sector under the automatic route. Initiatives like Modified Special Incentive Package Scheme(M-SIPS) will provide a capex subsidy of 20 – 25 per cent. As per Make in India Initiative, Electronic Development Fund Policy has been approved which would rationalise an inverted duty structure.

(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

SUMMARY OF OUR BUSINESS

OVERVIEW

Incorporated in 2004, our Company is engaged in the business of distribution of IT products, Imaging, Lifestyle and Telecom products. The registered office of our Company is situated at Boriwali, Mumbai. We also operate out of our 20 branches covering the geographical territories of the country.

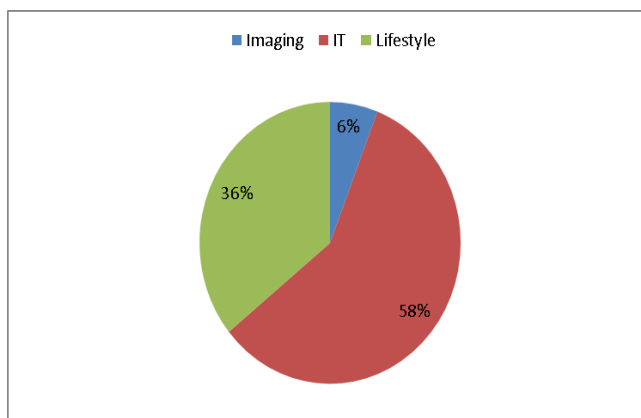
Our Company commenced its operations with distribution of IT products. We started with distribution of Microsoft hardware, Epson Printers, AOC TFT Monitor and continued adding newer products/brands to our portfolio, which is evident from the turnover achieved of Rs 19878.68 lakhs during the financial year 2015-16 as compared to turnover of Rs 18462.27 lakhs during the financial year 2014-15.

Engaged in distribution business, our Company has partnered with a number of renowned brands for distribution in the country such as Rapoo Technologies Limited, Lino Manfrotto + Co S.p.a, Transcend Information Inc, ViewSonic International Corporation, Olympus Corporation, Belkin Inc, Zioncom (Hong Kong) Technology Limited, Apple India Private Limited, Sennheiser Electronics India Private Limited, Gopro Cooperatief U.A, TPV Technology India Private Limited, Printronix, SIEPL India Electronics Private Limited, Vintron Infronatics Limited and Samsung India Electronics Private Limited specialising in IT, Lifestyle, Imaging and telecom products. Ours is a broad based distribution model which is based on multiple products and multiple brand strategy. The focus is to capture a considerable market share in each of the product categories. This helps us make our offering complete to our channel partners. It also spreads our market risks arising out of fluctuation in the market shares of various brands besides helping us to achieve economies of scale.

Our Company operates in the indirect sales model and we play the role of supply chain consolidator between several IT manufacturers and many IT channel partners. We operate with a dealer network of around 6,000 dealers. We act on a principal to principal basis, purchasing in bulk from the vendors and further down selling them to resellers/sub-distributors/ system integrators and retailers. We purchase from vendors and sell only to channel partners who are typically corporate resellers, retailers and systems integrators.

Our Company is engaged in providing distribution services of both volume business and value business products. Products which fall in the volume business segment are typically fast moving high volume products of leading brands in respective product category such as AOC/Samsung monitors etc. Since the product / brands are well established, the distributors mainly play a connecting role while the primary responsibility for demand generation lies with the vendor. We support the vendor's demand generation activities through trade marketing. The key deliverables here are logistics and inventory management, credit and delivery at cost effective prices to the customers. Volume business require stocking across branches and is working capital intensive. Products which fall in value business segment are typically high end, high value products. These are sold as part of entire package to corporates / individuals which would enable them to have a complete IT solution. The selling cycles are longer and many solutions require products from multiple brands. Our Company also provides value added services to vendors and customers of value businesses segment.

Engaged in distribution of IT products, Imaging, Lifestyle and telecom products, our Company has recorded turnover of Rs 11567.05 lakhs in IT products, Rs 1170.87 lakhs in Imaging products and Rs 7124.38 lakhs in Lifestyle and telecom products.

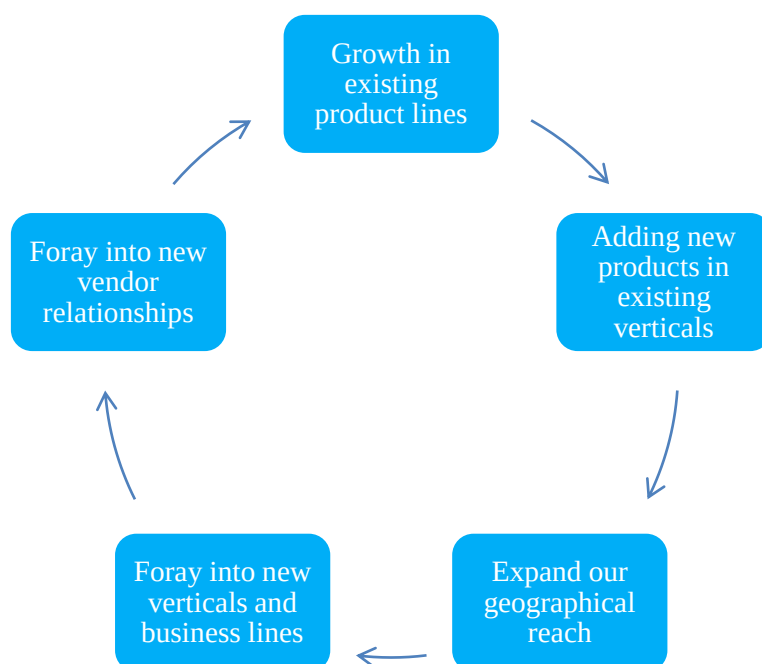


Our Product Portfolio

Details of vendors and products distributed by us are given in the following table:

Vendor	Product Category
AOC	Monitors & TV
BEATS	Headphones
DATA COLOR	Imaging products
GITZO	Backpack
GOPRO	Cameras
MANFROTTO	Tripods, Mini Tripods, Monopod, Backpack
NET PROTECTOR	Software
NZXT	Cabinets
OLYMPUS	Cameras, Lenses, Binoculars
PHILIPS	Television
PHILIPS SIGNAGE	Monitors
PRINTRONIX	Printers
RAPOO	Keyboards, Mouse, Headphones, powerbank
SAMSUNG	Monitors
SENNHEISER	Headphones
SKYWORTH	Television
TOTOLINK	Networking products
TRANSCEND	Memory, Storage
VIEWSONIC	Projectors, 3D Glass

OUR BUSINESS STRATEGY



1. Growth in the existing product lines

Our objective is to grow with the market in most of our current product lines in which we operate while adding newer value offerings to our customers and vendors. We plan to achieve this by supporting existing vendors in their efforts to expand their market share and by partnering with new vendors in the products which we distribute currently.

2. Adding new products in the existing verticals

We continuously keep track of products which have good market potential and intend to include them in our portfolio. We believe that this would help us to keep our portfolio balanced and spread our vendor/product risk. We would seek product lines which have better scope for value addition and therefore offer us higher than average margins. With no dependence on any single product, our business strategy is to add diversified products and brands in our existing product portfolio. Our portfolio includes products from different brands to further get a revenue mix rather than being revenue dependant on one.

3. Expand our geographical reach

Our Company has around 20 branches along with centralised warehouse at Bhiwandi, Thane covering the geographical territories of the country and serving customers on a PAN India basis. We intend to further widespread our geographical reach and reach out to further remote areas.

4. Foray into new verticals and business lines

We believe that the core competencies we have developed in IT distribution can be replicated in other verticals. The competencies like logistics services, inventory management, order fulfilment, credit management, information systems and channel management are common services required irrespective of the industry.

5. Foray into new vendor relationships

Our Company has entered into distribution agreements with renowned brands for distribution in the country. We believe that there are significant opportunities for additional growth within our existing client base and by adding new client base in the existing partnership portfolio of brands. We intend to leverage our domain expertise, understanding of our target industry and close relationship with our clients to expand the scope of current services as well as provide services in new areas and businesses.

SUMMARY OF OUR FINANCIAL STATEMENTS

(Rs. in Lacs)

Sr. No.	Particulars	As at September 30, 2016	As at March 31,				
			2016	2015	2014	2013	2012
1)	Equity & Liabilities						
	Shareholders' funds						
	a. Share capital	200.00	200.00	150.00	150.00	150.00	150.00
	b. Reserves & surplus	869.05	823.18	756.21	687.30	530.39	440.02
	Sub-total	1,069.05	1,023.18	906.19	837.31	680.39	590.03
2)	Non-current liabilities						
	a. Long-term borrowings	242.42	304.62	305.42	268.34	262.57	249.72
	b. Deferred tax liabilities (net)	-	-	-	-	-	0.92
	c. Other Long Term Liabilities	18.29	23.64	37.82	16.03	47.57	82.93
	d. Long-term provisions	31.68	26.70	23.04	14.50	12.75	7.86
	Sub-total	292.39	354.96	366.28	298.87	322.89	341.43
4)	Current liabilities						
	a. Short-term borrowings	2,082.85	1,449.51	2,116.38	1,805.94	1,456.84	1,155.24
	b. Trade payables	1,747.23	693.46	498.06	726.15	660.69	453.71
	c. Other current liabilities	32.43	91.76	59.48	100.15	66.56	26.49
	d. Short term provisions	16.98	25.02	11.38	12.72	0.13	0.08
	Sub-total	3,879.49	2,259.75	2,685.31	2,644.96	2,184.22	1,635.52
	T O T A L (1+2+3+4)	5,240.93	3,637.89	3,957.80	3,781.13	3,187.50	2,566.97
5)	Non-current assets						
	a. Fixed assets						
	i. Tangible assets	29.99	30.47	44.25	58.73	65.20	52.19
	b. Deferred Tax Assets (Net)	19.36	17.41	14.73	2.81	1.58	-
	c. Long term loans & advances	20.38	39.05	34.73	32.17	30.03	13.50
	d. Other non-current assets	113.30	113.87	113.87	112.62	111.88	111.28
	Sub-total	183.03	200.80	207.57	206.33	208.69	176.97
6)	Current assets						
	a. Inventories	2,261.90	1,295.35	1,711.16	1,541.17	1,726.66	1,126.99
	b. Trade receivables	1,818.47	1,465.64	1,303.68	1,524.44	1,012.47	970.63
	c. Cash and bank balances	251.38	235.96	183.24	154.57	166.52	129.36
	d. Short term loans & advances	422.64	197.24	344.38	222.44	49.31	106.01
	e. Other current assets	303.52	242.90	207.77	132.18	23.85	57.01
	Sub-total	5057.90	3,437.09	3,750.23	3,574.80	2,978.81	2,390.00
	T O T A L (5+6)	5240.93	3,637.89	3,957.80	3,781.13	3,187.50	2,566.97

STATEMENT OF PROFIT AND LOSS AS RESTATED

ANNEXURE II
(Rs. in Lacs)

Sr. No.	Particulars	As at September 30, 2016	As at March 31,				
			2016	2015	2014	2013	2012
1	INCOME						
	Revenue from Operations	9,096.69	19,862.30	18,447.81	13,967.95	12,652.69	12,408.22
	Other income	5.29	16.39	14.46	46.57	7.93	12.06
	Total revenue (A)	9,101.98	19,878.69	18,462.27	14,014.52	12,660.62	12,420.28
2	EXPENDITURE						
	Purchase of stock-in-trade	9,413.71	17,894.49	17,181.96	12,596.36	12,240.78	11,688.46
	Changes in inventories of stock-in-trade	(966.55)	415.82	(170.00)	185.49	(599.67)	25.14
	Employee benefit expenses	283.22	638.37	618.76	455.96	350.46	291.63
	Finance costs	135.87	335.75	220.15	200.32	179.90	115.58
	Depreciation and amortization expenses	6.91	21.43	37.49	18.27	19.83	18.24
	Other expenses	160.18	450.30	462.20	338.39	334.20	199.62
3	Total expenses (B)	9,033.34	19,756.16	18,350.56	13,794.79	12,525.50	12,338.67
	Net profit/ (loss) before exceptional, extraordinary items and tax, as restated	68.64	122.53	111.71	219.73	135.12	81.61
	Exceptional items	-	-	-	-	-	-
4	Net profit/ (loss) before extraordinary items and tax, as restated	68.64	122.53	111.71	219.73	135.12	81.61
	Extraordinary items	-	-	-	-	-	-
5	Net profit/ (loss) before tax, as restated	68.64	122.54	111.71	219.73	135.12	81.61
	Tax expense:						
	(i) Current tax	24.74	58.23	47.13	60.85	46.02	26.42
	ii) Short/(Excess) Provision of Earlier Year				1.59	1.24	0.66
	(iv) Deferred tax (asset)/liability	(1.95)	(2.69)	(11.91)	(1.23)	(2.50)	1.19
6	Total tax expense	22.79	55.54	35.22	61.21	44.76	28.27
7	Profit/ (loss) for the year/ period, as restated	45.85	66.99	76.49	158.52	90.36	53.34
8	Earning per equity share(face value of Rs. 10/- each): Basic/Diluted (Rs.)	2.29	4.46	5.10	10.57	6.02	10.61
9	Adjusted earning per equity share(face value of Rs. 10/- each): Basic/ Diluted (Rs.)	1.15	1.91	2.19	4.53	2.58	2.13

STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE III

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<u>Cash flow from operating activities:</u>						
Net profit before tax as per statement of profit and loss	68.64	122.53	111.71	219.73	135.12	81.62
Adjusted for:						
Dividend Income	(0.001)	(0.001)	-	(0.001)	(0.001)	(0.001)
Interest Income	(5.29)	(14.88)	(14.02)	(9.67)	(7.92)	(4.71)
(Profit)/loss on sale of fixed assets						(1.33)
Depreciation & amortization	6.91	21.43	37.49	18.27	19.83	18.24
Interest & finance costs	135.87	335.75	220.15	200.32	179.90	115.58
Operating cash flow before working capital changes	206.13	464.82	355.33	428.65	326.93	209.39
Adjusted for:						
(Increase)/ decrease in inventories	(966.55)	415.82	(170.00)	185.49	(599.67)	25.14
(Increase)/ decrease in trade receivables	(352.84)	(161.95)	220.75	(511.97)	(41.83)	638.15
(Increase)/Decrease in Short Term Loans & Advances	(225.40)	147.14	(121.94)	(174.43)	50.68	(65.46)
(Increase)/ decrease in other current assets	(60.62)	(35.13)	(75.60)	(108.32)	33.16	(46.60)
(Increase)/Decrease in Other Non Current Assets	0.57	-	(1.25)	(0.74)	(0.60)	13.34
Increase/ (decrease) in trade payables	1,053.77	195.40	(228.10)	65.47	206.98	(1,151.71)
Increase/(Decrease) in Short Term Provisions	0.73	(2.66)	3.92	0.02	0.05	0.08
Increase/(Decrease) in Other Current Liabilities	(59.34)	32.29	(40.66)	33.58	40.08	(42.98)
Increase/(Decrease) in Long Liabilities	(5.36)	(14.17)	21.79	(31.54)	(35.36)	38.46
Increase/ (decrease) in Long term provisions	4.98	3.66	8.54	1.75	4.89	7.86
Cash generated from/ (used in) operations	(403.93)	1,045.22	(27.22)	(112.04)	(14.69)	(374.33)
Income taxes paid	33.44	42.00	53.69	50.19	41.26	31.65
Net cash generated from/ (used in) operating activities (A)	(437.37)	1,003.22	(80.91)	(162.22)	(55.95)	(405.98)
<u>Cash flow from investing activities:</u>						
Purchase of fixed assets	(6.44)	(7.65)	(29.25)	(11.80)	(32.83)	(27.25)
Sale of fixed assets	-	-	-	-	-	3.05
Loans & advances given to	18.66	(4.32)	(2.56)	(2.14)	(16.52)	(0.96)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
others (net)						
Interest income	5.29	14.88	14.02	9.67	7.92	4.71
Dividend Income	0.001	0.001	-	0.001	0.001	0.001
Net cash flow from/ (used) in investing activities (B)	17.51	2.91	(17.79)	(4.27)	(41.43)	(20.45)
<u>Cash flow from financing activities:</u>						
Proceeds from issue of equity shares		50.00				100.00
Increase/(Decrease) in Short Term Borrowings	633.34	(666.86)	310.44	349.10	301.60	573.66
Increase/(Decrease) in Long Term Borrowings	(62.19)	(0.80)	37.08	5.77	12.84	(129.82)
Interest & finance costs	(135.87)	(335.75)	(220.15)	(200.32)	(179.90)	(115.58)
Net cash flow from/(used in) financing activities (C)	435.28	(953.41)	127.37	154.55	134.54	428.26
Net increase/(decrease) in cash & cash equivalents (A+B+C)	15.42	52.72	28.67	(11.95)	37.16	1.83
Cash & cash equivalents as at beginning of the year	235.96	183.24	154.57	166.52	129.36	127.53
Cash & cash equivalents as at end of the year	251.38	235.96	183.24	154.57	166.52	129.36

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	18,00,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lakhs
Of which:	
Market Maker Reservation Portion	[●] Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lakhs
Net Issue to the Public	[●] Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs. [●]/- per Equity Share aggregating Rs. [●] lakhs
	Of which:
	[●] Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lakhs will be available for allocation to investors up to Rs. 2.00 Lakhs
	[●] Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. [●]/- per Equity Share aggregating Rs. [●] lakhs will be available for allocation to investors above Rs. 2.00 Lakhs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	40,00,000 Equity Shares of face value of Rs. 10/- each
Equity Shares outstanding after the Issue	58,00,000 Equity Shares of face value of Rs. 10/- each
Use of Proceeds	For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 86 of this Draft Red herring Prospectus for information on use of Issue Proceeds.

Notes

- Market Maker Reservation Portion will be 5% of Issue proceeds divided by floor price, subject to adjustments of lot size. Further the Market Maker Reservation Portion shall be not less than 5% of shares issued under the IPO as required as per regulation 106V, sub regulation (4) of SEBI (ICDR) Regulations.
- This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.

*The allocation in the net issue to public category shall be made as follows;

a) Minimum fifty percent to retail individual investors; and

b) Remaining to

i. Individual applicants other than retail individual investors; and

ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

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

3. The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on March 1, 2017 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on March 1, 2017.

For further details please refer to chapter titled “*Issue Information*” beginning on page 263 of this Draft Red Herring Prospectus.

GENERAL INFORMATION

Our Company was originally incorporated as “Creative Pheripherals and Distribution Private Limited” at Mumbai, Maharashtra, as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 22, 2004 bearing Corporate Identification Number U52392MH2004PTC148754. Name of our Company was changed to “Creative Peripherals and Distribution Private Limited” on June 15, 2005 vide a fresh Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra. Subsequently our Company was converted in to a public limited company pursuant to special resolution passed by the members in the extraordinary general meeting held on January 31, 2017 and name of our Company was changed to “Creative Peripherals and Distribution Limited vide a fresh certificate of incorporation dated March 1, 2017 issued by the Registrar of Companies, Maharashtra. The Corporate Identification Number of our Company is U52392MH2004PLC148754

For further details of Incorporation, Change of Name and Registered Office of our company, please refer to chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 143 of this Draft Red herring Prospectus.

REGISTERED OFFICE OF OUR COMPANY

Creative Peripherals and Distribution Limited

B-215, Mandpeshwar Industrial Premises Co-op.Soc. Ltd,
Opp. MCF Club, Off S.V.P. Road,
Borivali (W), Mumbai- 400092
Maharashtra, India.

Tel: 022 42460777

Fax: 022 42460777

Email: info@ecreativeindia.com

Website: www.ecreativeindia.com

Corporate Identification Number: U52392MH2004PLC148754

REGISTRAR OF COMPANIES

Registrar of Companies, Maharashtra

100, Everest,
Marine Drive
Mumbai- 400002

DESIGNATED STOCK EXCHANGE

Emerge Platform of National Stock Exchange of India Limited

Exchange Plaza,
Plot no. C/1, G Block,
Bandra - Kurla Complex
Bandra (E),
Mumbai - 400 051
Maharashtra, India

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Vijay Advani	53	02009626	Savera-1, Flat No. - 203, Picnic-Cottage, J.P. Road, Andheri (West), Mumbai-400061, Maharashtra, India	Chairman & Managing Director
2.	Purvi Patel	46	02663240	B/801, Pratap Heritage, L.T. Road, Opp. Savarkar Garden, Borivali West, Mumbai-400092, Maharashtra, India	Whole Time Director
3.	Ketan Patel	46	00127633	B-801, Pratap Heritage, L.T. Road, Opp. Savarkar Garden, Borivali West, Mumbai-400092, Maharashtra, India	Director
4.	Nitin Jain	38	03394499	1C 53, Kalpataru Estate, Next To Majas Bus Depot JVLR, Andheri (East) Mumbai 400093	Additional Independent Director
5.	Piyush Shah	47	07741963	A/ 701, Vedant Rajmaitri, Borge Marg, Eksar Rd., Borivali (West), Mumbai 400092	Additional Independent Director
6.	Mandar Joshi	45	07070356	88/A, Jitekar Wadi, Ground Floor, Room No. 4, Opp. Vinay Health Home, Kalbadevi, Mumbai	Additional Independent Director

For further details of our Directors, please refer to the chapter titled “*Our Management*” beginning on page 148 of this Draft Red herring Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Tejas Doshi

Creative Peripherals and Distribution Limited

B-215, Mandpeshwar Industrial Premises Co-op. Soc. Ltd,
Opp. MCF Club, Off S.V.P. Road,
Borivali (W), Mumbai- 400092
Maharashtra, India.

Tel: 022 42460777

Fax: 022 42460777

Email: cs@ecreativeindia.com

Website: www.ecreativeindia.com

CHIEF FINANCIAL OFFICER

Ansuya Prasad Purohit

Creative Peripherals and Distribution Limited

B-215, Mandpeshwar Industrial Premises Co-op.Soc. Ltd,
Opp. MCF Club, Off S.V.P. Road,
Borivali (W), Mumbai- 400092
Maharashtra, India.

Tel: 022 42460777

Fax: 022 42460777

Email: cfo@ecreativeindia.com

Website: www.ecreativeindia.com

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and / or the Book Running Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or unblocking of ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted, giving full details such as name, address of the bidders, number of Equity Shares applied for, Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs to whom the bid cum Application Form was submitted by the Applicants.

STATUTORY AUDITOR

S K Thanawala & Co.

Govind Building, 2nd Floor,
140/142, Princess Street, Marine Lines,
Mumbai- 400002, Maharashtra, India

Tel: 022 22065378

Fax: NA

Email: jay.manoj72@rediffmail.com

Contact Person: S K Jain

Firm Registration No: 110951W

Membership No: 013722

PEER REVIEWED AUDITOR

Khandelwal Prakash Murari Bhandari & Co.

511/512 Atlanta Estate,
Near Virvani Industrial Estate,
Goregaon (E), Mumbai – 400 063,
Maharashtra

Tel No: 022 29277196

Fax No: NA

Email: punit@cadhiraj.com

Contact Person: Punit Soni

Firm Registration No.: 102454W

Membership No.: 173087

Khandelwal Prakash Murari Bhandari & Co., Chartered Accountants holds a peer reviewed certificate dated September 16, 2016 issued by the Institute of Chartered Accountants of India.

BOOK RUNNING LEAD MANAGERS

Pantomath Capital Advisors Private Limited

406-408, Keshva Premises, Behind Family Court,
Bandra Kurla Complex, Bandra (East)
Mumbai- 400051, Maharashtra, India

Tel: +91 22 6194 6725

Fax: + 91 22 2659 8690

Email: ipo@pantomathgroup.com

Website: www.pantomathgroup.com

Contact Person: Saahil Kinkhabwala

SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

Bigshare Services Private Limited

E/2, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East),
Mumbai-400072, Maharashtra, India

Tel: +91 22 40430200

Fax: +91 22 28475207
Investor Grievance Id: Investor@bigshareonline.com
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Vipin Gupta
SEBI Registration No: INR000001385

LEGAL ADVISOR TO THE ISSUE

M V Kini, Law Firm
Near Citi Bank,
D.N. Road, Fort,
Mumbai – 400 051
Tel: +91 22 2261 2527
Fax: +91 22 2261 2530
E-mail: vidisha@mvkini.com
Contact Person: Vidisha Krishan
Website: www.mvkini.com

BANKER TO THE COMPANY

Axis Bank Limited
Corporate Banking Branch, 12, Mittal Tower,
Nariman Point, Mumbai- 400021
Tel: + 022 22895138
Fax: NA
E-mail: moeennawaj.Pirzade@axisbank.com
Contact Person: Mr. Moeennawaj Abubakar
Pirzade
Website: www.axisbank.com

HDFC Bank Limited
HDFC Bank House, Senapati Bapat Marg,
Lower Parel (West), Mumbai- 400013
Tel: + 91 9821557596
Fax: NA
Contact Person: Nirav Gosar
Website: www.hdfcbank.com

PUBLIC ISSUE BANK

HDFC Bank Limited
HDFC Bank Ltd., FIG Ops Dept.
Lodha –I, Think Techno Campus 0-3
Next to Kanjurmarg Railway Station,
Kanjurmarg (East), Mumbai-400042
Tel: +022 30752927/28/2914
Fax: + 022 25799801
E-mail: prasanna.uchil@hdfcbank.com,
vincent.dsouza@hdfcbank.com
Contact Person: Siddharth Jadhav, Vincent
Dsouza
Website: www.hdfcbank.com
SEBI Registration Number: INBI00000063

ICICI Bank Limited
Capital Market Division,
1st Floor, 122, Mistry Bhavan,
Dinshaw Vachha Road,
Mumbai – 400 020
Tel: 022 66818932
Fax: 022 22611138
Email: shradha.salaria@icicibank.com
Contact Person: Shradha Salaria
Website: www.icicibank.com
SEBI Registration Number: INBI00000004

REFUND BANK

ICICI Bank Limited
Capital Market Division,
1st Floor, 122, Mistry Bhavan,
Dinshaw Vachha Road, Backbay Reclamation
Churchgate, Mumbai – 400 020
Tel: 022 66818907
Fax: 022 22611138
Email: shradha.salaria@icicibank.com
Contact Person: Shradha Salaria
Website: www.icicibank.com

SEBI Registration Number: INBI00000004

SYNDICATE MEMBER

[•]

Tel: [•]

Fax: [•]

Email: [•]

Website: [•]

Contact Person: [•]

DESIGNATED INTERMEDIARIES

Self Certified Syndicate Banks

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

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue 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 the NSE Ltd., as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Registrar to Issue and Share Transfer Agents

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

Collecting Depository Participants

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at National Stock Exchange India Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

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

IPO GRADING

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

APPRAISAL AND MONITORING AGENCY

As per regulation 16(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lakhs. Since the Issue size is only of Rs. [•] lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

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

DEBENTURE TRUSTEE

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

EXPERT OPINION

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

1. Report of the Peer Reviewed Auditor on statement of tax benefits
2. Report on Restated Financials for the period ended September 30, 2016 and for the year ended March 31, 2016, 2015, 2014, 2013 and 2012.

UNDERWRITER

Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated March 1, 2017 and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue

Name and Address of the Underwriters	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees In Lakhs)	% of the Total Offer Size Underwritten
Pantomath Capital Advisors Private Limited 406-408, Keshva Premises, Behind Family Court, Bandra Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra, India Tel: +91 22 61946725 Fax: +91 22 26598690 Email: ipo@pantomathgroup.com Contact Person: Madhu Lunawat SEBI Registration Number: INM000012110	18,00,000	[●]	100%
Total	18,00,000	[●]	100%

**Includes [●] Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended.*

In the opinion of the Board of Directors of the Company, the resources of the above mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Book Running Lead Manager have entered into an agreement dated March 1, 2017, with the following Market Maker, duly registered with NSE Emerge to fulfill the obligations of Market Making.

Pantomath Stock Brokers Private Limited

406-408, Keshava Premises, Behind Family Court
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051, Maharashtra, India

Tel: +91 22 61946774

Fax: +91 22 26598690

E-mail: broking@pantomathgroup.com

Website: www.pantomathbroking.com

Contact Person: Mahavir Toshniwal

SEBI Registration No.: INZ000068338

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

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s) .
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of [•]/- the minimum lot size is [•] Equity Shares thus minimum depth of the quote shall be Rs. [•]/- until the same, would be revised by NSE.
3. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the [•] Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Pantomath Stock Brokers Private Limited is acting as the sole Market Maker.
7. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of

the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

10. NSE SME Exchange will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
11. NSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

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

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

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

BOOK BUILDING PROCESS

Book building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the BRLM in accordance with the Book Building Process, and advertised in all editions of a widely circulated English Newspaper, all editions of a widely circulated Hindi Newspaper and a widely circulated Marathi Newspaper, Marathi being the regional language of Maharashtra, where our registered office is situated at least five working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the BRLM in accordance with the Book Building Process after the Bid/ Issue closing date. Principal parties involved in the Book Building Process are:

- Our Company;
- The Book Running Lead Manager in this case being Pantomath Capital Advisors Private Limited,.
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the BRLM;
- The Registrar to the Issue and;

- All Designated Intermediaries

This Issue is being made through the 100 per cent Book Building Process wherein 50 per cent of the Issue shall be available for allocation to Retail Individual Bidders and the balance shall be offered to QIBs and Non-Institutional Investors. Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Stock Exchange.

All Bidders (excluding Anchor Investors) can participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate through the ASBA process. In accordance with the SEBI Regulations, QIBs and Non-Institutional Bidders are not allowed 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 can revise or withdraw their Bids prior to the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Except Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. We will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, we have appointed Pantomath Capital Advisors Private Limited as the Book Running Lead Manager, respectively to manage the Issue and procure subscriptions to the Issue.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 273 of this Draft Red Herring Prospectus

Illustration of Book Building and Price Discovery Process (Investors should note that this example is solely for illustrative purposes and is not specific to the Issue) Bidders can bid at any price within the price band. For instance, assume a price band of Rs.[●] to Rs.[●] per equity share, issue size of [●] equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (Rs.)	Cumulative Bid Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e., Rs. [●] in the above example. The issuer, in consultation with the Book Running Lead Manager will finalize the issue price at or below such cut-off price, i.e., at or below Rs.[●]. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

1. Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 273. of this Draft Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

3. Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
4. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims
5. Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

BID / ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Opening Date	[•]
Bid/Issue Closing Date	[•]
Finalization of Basis of Allotment with the Designated Stock Exchange	[•]
Initiation of Refunds	[•]
Credit of Equity Shares to Demat Accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchange	[•]

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Bids and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Non Retail Bidders shall not be allowed to either withdraw or lower the size of their Bid at any stage. Non Retail Bidders may revise their Bids upwards (in terms of quantity of Equity Shares) during the Issue Period. Such upward revision must be made using the Revision Form.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

CAPITAL STRUCTURE

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

Amount (Rs. in Lakhs except share data)

No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	Authorised Share Capital		
	80,00,000 Equity Shares of face value of Rs. 10/- each	800.00	
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	40,00,000 Equity Shares of face value of Rs. 10/- each	400.00	
C.	Present Issue in terms of this Draft Red Herring Prospectus		
	Issue of 18,00,000 Equity Shares of face value Rs. 10/- each at a price of Rs. [●]/- per Equity Share	180.00	[●]
	Consisting of :		
	Reservation for Market Maker – [●] Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. [●]per Equity Share	[●]	[●]
	Net Issue to the Public – [●] Equity Shares of face value of Rs. 10/- each at a price of Rs. [●]/- per Equity Share	[●]	[●]
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors- [●]Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. [●]/- per Equity Share aggregating Rs. [●] lakhs will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2 lakhs	[●]	[●]
	Allocation to Other than Retail Individual Investors- [●] Equity Shares of face value of Rs. 10 /- each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lakhs will be available for allocation to investors above Rs. 2 lakhs	[●]	[●]
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	58,00,000 Equity Shares of face value of Rs. 10/- each	580.00	-
E.	Securities Premium Account		
	Before the Issue		Nil
	After the Issue		[●]

The Issue has been authorised by the Board of Directors of our Company vide a resolution passed at its meeting held on March 1, 2017 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on March 1, 2017.

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

NOTES TO THE CAPITAL STRUCTURE

1. Details of changes in authorised Share Capital:

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

Particulars of Change		Date of Shareholders' Meeting	AGM / EGM
From	To		
Rs. 1,00,000 consisting of 10,000 Equity shares of Rs. 10/- each.		On Incorporation	--
Rs. 1,00,000 consisting of 1,000 Equity shares of Rs. 10/- each	Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/- each.	June 09, 2005	EGM
Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/- each.	Rs. 2,00,00,000 consisting of 20,00,000 Equity Shares of Rs. 10/- each.	February 25, 2012	EGM
Rs. 2,00,00,000 consisting of 20,00,000 Equity Shares of Rs. 10/- each.	Rs. 8,00,00,000 consisting of 80,00,000 Equity Shares of Rs. 10/- each.	January 31, 2017	EGM

2. History of Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)
On Incorporation	10,000	10	10	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	1,00,000
June 9, 2005	4,90,000	10	10	Cash	Further Allotment ⁽ⁱⁱ⁾	5,00,000	50,00,00
March 31, 2012	10,00,000	10	10	Cash	Further Allotment ^(iv)	15,00,000	1,50,00,000
March 31, 2016	5,00,000	10	10	Cash	Right Issue ^(v)	20,00,000	2,00,00,000
January 31, 2017	20,00,000	10	NA	Other than Cash	Bonus Issue ^(vi)	40,00,000	4,00,00,000

- (i) Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10/- each fully paid at par as per the details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	Ketan Chhaganlal Patel	5,000
2.	Purvi Ketan Patel	5,000
	Total	10,000

- (ii) Further Issue of 4,90,000 Equity Shares of face value of Rs. 10/- each fully paid at par on June 9, 2005 as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Ketan Chhaganlal Patel	4,80,000
2.	Purvi Ketan Patel	10,000
	Total	4,90,000

- (iii) Further Allotment of 10,00,000 Equity shares of face value of Rs. 10/- each fully paid at par on March 31, 2012 as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Ketan Chhaganlal Patel	10,00,000
	Total	10,00,000

- (iv) Further Allotment of 5,00,000 Equity shares of face value of Rs. 10/- each fully paid on Right Issue basis at ratio of one share for every three share held on March 31, 2016 as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Ketan Chhaganlal Patel	5,00,000
	Total	5,00,000

- (v) Bonus issue of 20,00,000 Equity Shares of face value of Rs. 10/- each fully paid up at a ratio of equity shares for every one equity share held fully paid up as per the details given below

Sr. No	Name of Person	No. of Shares Allotted
1.	Ketan Chhaganlal Patel	1,984,880
2.	Purvi Ketan Patel	14800
3.	Hiten Kothari	100
4.	Vijay Advani	100
5.	Sunil Udhani	100
6.	Ansuya Prasad Purohit	10
7.	Mitesh Shah	10
	Total	20,00,000

- No Number of Equity Shares have been issued pursuant to any scheme approved under Section 230-240 of the Companies Act, 2013
- Our Company has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- As on date of this Draft Red herring Prospectus, our company does not have any preference share capital.
- We have not issued any shares at price below issue price within last one year from the date of this Draft Red herring Prospectus

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Allottees	No. of Shares Allotted
March 31, 2016	5,00,000	10	10	Rights Issue of Equity Shares	Ketan Patel	5,00,000

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Allottees	No. of Shares Allotted
January 31, 2017	20,00,000	Nil	NA	Bonus Issue of Equity Shares	Ketan Patel	19,84,880
					Purvi Patel	14,800
					Vijay Advani	100
					Hiten Kothari	100
					Sunil Udhani	100
					Ansuya Prasad Purohit	10
					Mitesh Shah	10

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

(i) Build-up of Promoters' shareholdings

As on the date of this Draft Red herring Prospectus, our Promoter Ketan Patel holds 39,69,760 Equity Shares of our Company. None of the Equity Shares held by our Promoter are subject to any pledge.

1. Ketan Patel

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %	Lock-in Period	Source of funds	Pledge
Incorporation	5,000	10	10	Subscription to MOA	0.13%	0.09%	1 Year	Own funds	No
June 9, 2005	2,00,000	10	10	Further Allotment	5.00%	3.45%	3 Years	Own funds	No
	2,80,000				7.00%	4.83%	1 Year		
April 01, 2010	-100	10	10	Transfer	Negligible	Negligible	NA	NA	NA
March 31, 2012	10,00,000	10	10	Further Allotment	25.00%	17.24%	3 Years	Own funds	No
March 31, 2016	5,00,000	10	10	Right Issue	12.50%	8.62%	1 Year	Own funds	No
January 31, 2017	-20	10	40	Transfer	Negligible	Negligible	NA	NA	NA
January 31, 2017	19,84,880	10	NA	Bonus Issue	49.62%	34.22%	1 Year	NA	No
Total	39,69,760				99.24%	68.44%			

*Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.

(ii) Details of Promoter's Contribution locked in for three years:

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

Our Promoter have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoter's Contribution constituting 20.69% Of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter Contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Post – issue shareholding %	Lock-in Period
Ketan Patel						
June 9, 2005	2,00,000	10.00	10.00	Further Allotment	3.45%	3 Years
March 31, 2012	10,00,000	10.00	10.00	Further Allotment	17.24%	3 Years
Total	12,00,000				20.69%	

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

- The Equity Shares offered for minimum 20% Promoters' contribution have not been acquired in the three years preceding the date of this Draft Red herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red herring Prospectus at a price lower than the Issue Price;
- Our Company has not been formed by the conversion of a partnership firm into a Company and thus, no Equity Shares have been issued to our Promoters upon conversion of a partnership firm;
- The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoter are in the process of being dematerialized; and
- The Equity Shares offered for Promoters' contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoters' contribution subject to lock-in.

(iii) Details of Equity Shares locked-in for one year

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-Issue

equity share Capital shall be locked in for a period of one year from the date of allotment of Equity Shares in this Public Issue.

(iv) Other requirements in respect of lock-in

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

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

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

We further confirm that our Promoter's Contribution of 20.69% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

8. Our Shareholding Pattern

The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI Listing Regulations 2015:-

i. Summary of Shareholding Pattern as on date of this Draft Red herring Prospectus:

Category	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	2	39,99,360	-	-	39,99,360	99.98	39,99,360	99.98	-	99.98	-	-	-	-	[•]
B	Public	5	640	-	-	640	0.02	640	0.02	-	0.02	-	-	-	-	[•]
C	Non	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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

Category	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	Total	7	40,00,000	-	-	40,00,000	100.00	40,00,000	100.00	-	100.00	-	-	-	-	[•]

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

**All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to Listing of Shares on NSE SME Platform.

I. Shareholding Pattern of Promoter and Promoter Group

Sr. No.	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
	I	II	II I	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
(1)	Indian																
(a)	Individuals/Hindu undivided Family		2	39,99,360	-	-	39,99,360	99.98	39,99,360	99.98	-	99.98	-	-	-	-	[•]
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category of Shareholder	PAN	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(d)	Any Other (specify)	-	-	-	-	-	-	-		-	-	-	-	-	-	-	-
	Sub-total (A) (1)		2	39,99,360	-	-	39,99,360	99.98	39,99,360	99.98	-	99.98	-	-	-	-	[•]
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
	(Specify)																
	Sub-total (A) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	[•]
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		2	39,99,360	-	-	39,99,360	99.98	39,99,360	99.98	-	99.98	-	-	-	-	[•]

II. Shareholding pattern of the Public shareholder

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

(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (B) (1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-Institutions																
(a)	Individuals																
	i. Individual shareholders holding nominal share capital up to of Rs. 2 lakhs	-	5	640	-	-	640	0.02	640	0.02	-	0.02	-	-	-	-	[•]
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	[•]
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(3)	-	5	640	-	-	640	0.02	640	0.02	-	0.02	-	-	-	-	[•]
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+ (B)(3)	-	5	640	-	-	640	0.02	640	0.02	-	0.02	-	-	-	-	[•]

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

	Category of Shareholder	P A N	No s. of sha reh old ers	No. of full y pai d up equ ity sha res hel d	No. of Par tly pai d- up equ ity sha res hel d	No. of sha res un der lyi ng De pos itor y Re cei pts	Tota l nos. sha res held	Share holdin g as a % of total no. of shares (calcul ated as per SCRR , 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shar es Und erlyi ng Outs tandi ng conv ertib le secu rities (inclu ding War rants)	Sharehol ding , as a % assuming full conversio n of convertib le securities (as a percenta ge of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbe red		Nu mb er of equ ity sha res hel d in de mat eria lize d for m
									No of Voting Rights			Tot al as a % of (A +B +C)			No. (a)	As a % of tot al Sh are s hel d (b)	No. (a)	As a % of tot al Sha res hel d (b)	
									C la ss eg : X	C la ss eg : Y	T ot al								
	I	II	III	IV	V	VI	VII = IV+ V+V I	VIII	IX				X	XI = VII + X	XII		XIII		XI V
(1)	Custodian / DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub total (C)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Employee Benefit Trust (under SEBI (Share	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Category of Shareholder	P A N	No s. of sha reh old ers	No. of full y pai d up equ ity sha res hel d	No. of Par tly pai d- up equ ity sha res hel d	No. of sha res un der lyi ng De pos itor y Re cei pts	Total nos. sha res held	Share holdin g as a % of total no. of shares (calcul ated as per SCRR , 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shar es Und erlyi ng Outs tandi ng conv ertib le secu rities (inclu ding War rants)	Sharehol ding , as a % assuming full conver sion of converti ble securities (as a percenta ge of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbe red		Nu mb er of equ ity sha res hel d in de mat eria lize d for m
									No of Voting Rights			Tot al as a % of (A +B +C)			No. (a)	As a % of tot al Sh are s hel d (b)	No. (a)	As a % of tot al Sha res hel d (b)	
									C la ss eg : X	C la ss eg : Y	T ot al								
	I	II	III	IV	V	VI	VII = IV+ V+V I	VIII	IX				X	XI = VII + X	XII		XIII		XI V
	based Employee Benefit) Regulations, 2014)																		
	Sub total (C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter Non-Public Shareholding (C) = (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

*Note: PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.
As on date of this Draft Red herring Prospectus 1 equity share holds 1 vote.*

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

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

9. Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”:

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoter				
1.	Ketan Patel	39,69,760	99.24%	39,69,760	68.44%
	Sub total (A)	39,69,760	99.24%	39,69,760	68.44%
	Promoter Group				
1.	Purvi Patel	29,600	0.74%	29,600	0.51%
	Sub total (B)	29,600	0.74%	29,600	0.51%
	Total (A+B)	39,99,360	99.98%	39,99,360	68.95%

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Ketan Patel	39,69,760	5.00

11. No persons belonging to the category “Public” holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares.
12. The lists of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, ten days before the date of filing and two years before the date of filing of this Draft Red herring Prospectus are set forth below:

- a. Particulars of the top ten shareholders as on the date of filing this Draft Red herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Ketan Patel	39,69,760	99.24%
2.	Purvi Patel	29,600	0.74%
3.	Hiten Kothari	200	0.01%
4.	Vijay Advani	200	0.01%
5.	Sunil Udhani	200	0.01%
6.	Ansuya Prasad Purohit	20	Negligible
7.	Mitesh Shah	20	Negligible
	Total	40,00,000	100.00

As on the date of this Draft Red herring Prospectus, our Company has only 7 shareholders.

- b. Particulars of top ten shareholders ten days prior to the date of filing this Draft Red herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Ketan Chhaganlal Patel	39,69,760	99.24%
2.	Purvi Ketan Patel	29,600	0.74%
3.	Hiten Kothari	200	0.01%
4.	Vijay Advani	200	0.01%
5.	Sunil Udhani	200	0.01%
6.	Ansuya Prasad Purohit	20	Negligible
7.	Mitesh Shah	20	Negligible
	Total	40,00,000	100.00

As at ten days prior to date of this Draft Red herring Prospectus, our Company has only 7 shareholders.

- c. Particulars of the top ten shareholders two years prior to the date of filing of this Draft Red herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of then existing total Paid-Up Capital
1.	Ketan Chhaganlal Patel	14,84,900	99.25%
2.	Purvi Ketan Patel	14,800	0.74%
3.	Shivali Grover	100	Negligible
4.	Vijay Advani	100	Negligible
5.	Sunil Udhani	100	Negligible
	Total	15,00,000	100.00

Our Company had only 5 shareholders two years prior to the date of this Draft Red herring Prospectus.

13. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
14. Neither the Lead Manager viz. Pantomath Capital Advisors Private Limited nor their associates hold any Equity Shares of our Company as on the date of the Draft Red herring Prospectus.
15. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Emerge Platform of NSE.
16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
17. The unsubscribed portion, if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.

18. Except as disclosed below No shares/purchased/sold by the Promoter and Promoter Group, directors and their immediate relatives during last six months.

Date of Transfer	Name of the Transferor/ Transferree	No. of Shares Allotted / Transferred	Face Value	Transfer Price	Nature of Allotment/Transfer
January 31, 2017	NA	19,84,880	10	NA	Ketan Patel
		14,800	10		Purvi Patel
		100	10		Vijay Advani
		100	10		Hiten Kothari
		100	10		Sunil Udhani
		10	10		Ansuya Prasad Purohit
		10	10		Mitesh Shah
January 31, 2017	Ansuya Prasad Purohit- Transferee Ketan Patel- Transferor	10	10	40	Transfer
January 31, 2017	Mitesh Shah- Transferee Ketan Patel- Transferor	10	10	40	Transfer

19. There are no Equity Shares against which depository receipts have been issued.
20. Other than the Equity Shares, there are is no other class of securities issued by our Company.
21. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Red herring Prospectus until the Equity Shares have been listed.
22. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split / consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company
23. None of the persons / Companies comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity / individual or otherwise during the period of six months immediately preceding the date of filing of this Draft Red herring Prospectus.
24. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
25. There are no safety net arrangements for this public issue.
26. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalising the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.
27. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43(4) of SEBI (ICDR) Regulations, as amended from time to time.

28. As on date of this Draft Red Herring Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
29. All the Equity Shares of our Company are fully paid up as on the date of the Draft Red Herring Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
30. As per RBI regulations, OCBs are not allowed to participate in this Issue.
31. Our Company has not raised any bridge loans against the proceeds of the Issue.
32. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
34. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
35. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
36. We have 7 shareholders as on the date of filing of the Draft Red Herring Prospectus.
37. Our Promoters and the members of our Promoter Group will not participate in this Issue.
38. Our Company has not made any public issue since its incorporation.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
40. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2016, 2015, 2014, 2013 and 2012 and for the period ended September 30, 2016 please refer to paragraph titled 'Details of Related Parties Transactions as Restated' in the chapter titled "*Financial Statements as Restated*" on page 173 of the Draft Red herring Prospectus. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled "*Our Management*" beginning on page 148 of the Draft Red herring Prospectus.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects:

1. Working capital requirements; and.
2. General corporate purpose;

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

The main objects clause of our Memorandum of Association enables us to undertake the activities proposed in terms of the objects of the Issue, for which the funds are being raised through this Issue. Our existing activities are within the ambit of the objects clause of the Memorandum of Association of our Company.

DETAILS OF THE PROCEEDS

Particulars	Amount (in Rs. lakhs)
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses	[●]
Net Proceeds	[●]

**To be finalized upon determination Issue Price*

As on the date of Draft Red Herring Prospectus, our Company has incurred Rs.[●] lakhs towards Issue expenses.

FUND REQUIREMENTS

Sr. No.	Object	Amount to be financed from Net Proceeds of the Issue (Rs. in lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
1.	To meet working capital requirements	[●]	[●]	[●]
2.	To meet general corporate purpose	[●]	[●]	[●]
	Total	[●]	[●]	[●]

Our Company shall determine the fund requirement on finalization of Issue Price and thus inter se allocation of funds shall vary and will be updated in the Prospectus.

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue and Internal Accruals. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.

In view of the dynamic nature of the sector and specifically that of our business, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects.

While we intend to utilise the Issue Proceeds in the manner provided above, in the event of a surplus, we will use such surplus towards general corporate purposes including meeting future growth requirements. In case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. In the event of any shortfall in the Net Proceeds, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders

We may have to revise our expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as incremental pre-operative expenses and external factors which may not be within the control of our management and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management in accordance with applicable laws. In case of any surplus after utilization of the Net Proceeds for the stated objects, we may use such surplus towards future growth opportunities, if required and general corporate purposes.

In case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Details of Objects

1. Working Capital

We finance our working capital requirements from bank funding, internal accruals and other sources. As of March 31, 2016 and September 30, 2016, our Company's working capital facilities consisted of an aggregate based limit of Rs. 2400.00 lakhs as per restated basis. For further information, see "Financial Indebtedness" on page 217 of this Draft Red Herring Prospectus.

As on March 31, 2016 and our Company's net working capital consisted of Rs. [•] lakhs based on the restated standalone financial statements.

The total net working capital requirement for the year 2017 and 2018 is estimated to be Rs. [•] lakhs and Rs. [•] lakhs respectively. The incremental working capital requirement for the year ending 2018 will be Rs. [•] lakhs, which will be met through the Net Proceeds to the extent of Rs. [•], and the balance portion will be met through internal accruals/ Owned Funds.

Basis of estimation of working capital requirement

The details of our Company's working capital requirement are based on the audited and restated standalone financial statements as at March 31, 2016 are as set out in the table below:

Amount (Rs. In Lakhs)	
Particulars	2015-2016
Current Assets	
Inventories (Stock in trade)	1,295.35
Trade Receivables	1,465.54
Cash and Bank Balance	236.00
Short term loans & advances & other current assets	197.24
Total (A)	3194.13

Particulars	2015-2016
Current Liabilities	
Trade Payables	693.46
Other Current Liabilities & short term provisions	91.76
	1,449.51
Total (B)	2,234.73
Net Working Capital (A)-(B)	959.40

The details of our Company's expected working capital requirement as at March 31, 2017 and March 31, 2018 is set out in the table below:

Amount (Rs. In Lakhs)		
Particulars	2016-17 (Estimated)	2017-18 (Projected)
Current Assets		
Inventories	1,786.32	3,124.33
Trade Receivables	1,930.38	3,208.34
Cash and Bank Balance	284.00	330.00
Advance to suppliers	206.40	378.60
Other current assets	365.27	376.27
Total (A)	4,572.37	7,417.54
Current Liabilities		
Trade Payables	840.62	1,314.75
Other Current Liabilities & Statutory liabilities	200.29	302.05
Total (B)	1,040.91	1,616.80
Net Working Capital (A)-(B)	3,531.46	5,800.74
Proposed Funding Pattern		
Existing Working Capital Funding from Banks	98.97	295.59
Internal Accruals/Owned Funds	14.98	13.04
Issue of Bonus Shares	200.00	-
Short Term Borrowings	2,325.00	2,500.00
Net Proceeds from the Issue	[•]	[•]

*Incremental Working capital is calculated by subtracting the Current year net working capital from previous year net working capital.

Assumption for working capital requirements

Assumptions for Holding Levels*

(In days)			
Particulars	Holding Level as of March 31, 2016	Holding Level as of March 31, 2017 (Estimated)	Holding Level as of March 31, 2018 (Estimated)
Current Assets			
Trade Receivables	29.03	34.11	34.36
Inventories	32.83	55.21	41.82
Current Liabilities			
Trade Payables	12.67	15.60	14.53
Advance Receivables	2.31	3.83	4.18

Our Company proposes to utilise Rs. [•] Lakhs of Net Proceeds towards working capital requirements for meeting our business requirements.

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in Financial Year 2017-18 considering the growth in activities of our Company. The projections and estimations have been approved by a meeting of Board of Directors held on February 28, 2017

Justification for “Holding Period” levels

The justifications for the holding levels mentioned in the table above are provided below

Assets- Current Assets	
Inventories	We have assumed Inventory period of 41.82 days in 2017-18 against 55.21 months in 2016-17 of stock in trade as we plan to enter into agreement with more companies for distribution of their product. We believe that we may require purchasing in bulk quantities to fulfill the order requirement. We have generally witnessed that companies require and mandate purchase of bulk quantity on regular basis to comply with their agreement norms.
Trade receivables	We have assumed trade receivables period of 34.36 days in 2017-18 against 34.11 months in 2016-17. We increase is in line with our increase in sale.
Liabilities - Current Liabilities	
Trade Payables	The trade payables are much in line with last year and as per Industry trends and company policy. There is an increase of about 3 days in 2016-17 compared to 2015-16.
Advance to Supplier	Few suppliers mandate us to pay advance for our orders. Advance to suppliers may increase due to increase in number of suppliers.

Pursuant to the certificate dated [•], M/s [•], Chartered Accountants, have compiled the working capital estimates from the Restated Financial Statements and the working capital projections as approved by the Board by the resolution dated [•].

2. General Corporate Purpose

Our Company proposes to deploy the balance Net Proceeds aggregating Rs [•] lakhs towards general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited to strategic initiatives, partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, will have flexibility in utilizing any surplus amounts.

Issue Related Expenses

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

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	[•]	[•]	[•]

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Regulatory fees	[●]	[●]	[●]
Marketing and Other Expenses	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

***As on date of the Draft Red Herring Prospectus, our Company has incurred Rs. [●] Lakhs towards Issue Expenses out of internal accruals.**

****SCSBs will be entitled to a processing fee of Rs. [●]/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.**

Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be [●] % on the Allotment Amount# or Rs [●]/- whichever is less on the Applications wherein shares are allotted.

The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

#Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS:

Our Company proposes to deploy the Net Proceeds in the aforesaid objects in the financial year 2017-18.

Particulars	Total Funds Required	Estimated Utilization in FY 2017-2018
Working capital requirements	[●]	[●]
General Corporate Purpose	[●]	[●]
Total	[●]	[●]

Further our Management, in accordance with the policies setup by the Board, will have flexibility in deploying the Net Proceeds of the Issue.

BRIDGE FINANCING

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

APPRAISAL BY APPRAISING AGENCY

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

INTERIM USE OF FUNDS

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

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

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 50,000 lakhs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Red Herring Prospectus.

VARIATION IN OBJECTS

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

OTHER CONFIRMATIONS

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

BASIS OF ISSUE PRICE

The Issue Price of Rs. [●] per Equity Share will be determined by the Company in consultation with the BRLM on the basis of an assessment of market demand for the Equity 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 Rs.10 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections “Our Business”, “Risk Factors” and “Financial Statements” on pages 121, 19 and 173, respectively of this Draft Red Herring Prospectus, to have an informed view before making an investment decision.

QUALITATIVE FACTORS

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

- Comprehensive range of product offering
- Wide spread geographical reach
- Distribution agreements with renowned brands
- Strong dealer/distributor network

For further details, refer to heading “Our Competitive Strengths” under the chapter titled “Our Business” beginning on page 121 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2014, 2015 and 2016 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Year ended	EPS (Rs.)	Weight
March 31, 2014	4.53	1
March 31, 2015	2.18	2
March 31, 2016	1.91	3
Weighted average	2.44	
For the period ended September 30, 2016*		1.15

*Not annualised

Note:-

1. The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the period / year. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is Rs. 10/-.
2. For the purpose of calculating the EPS above, the number of equity shares has been adjusted for the following changes:-

Date of Allotment	Particulars
January 31, 2017	Bonus Issue of 20,00,000 equity shares of face value of Rs. 10/- each fully paid up in the ratio of 1 share for every 1 share held

2. Price to Earnings (P/E) ratio in relation to Price Band of Rs. [●] to Rs. [●] per Equity Share of Rs. 10 each fully paid up.

Particulars	P/E Ratio on Cap Price	PE Ratio on Floor Price
P/E ratio based on Basic EPS for FY 2015-16	[●]	[●]
P/E ratio based on Weighted Average EPS	[●]	[●]
*Industry P/E		
Lowest		23.08
Highest		23.26
Average		15.45

**Industry Composite comprises of Redington India Limited and Compuage Infocom Limited.

3. Return on Net worth (RoNW)

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

Year ended	RoNW (%)	Weight
March 31, 2014	18.93	1
March 31, 2015	8.44	2
March 31, 2016	6.55	3
Weighted Average	9.24	
For the period ended September 30, 2016*		4.29

*Not annualised

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

4. Minimum Return on Total Net Worth post issue needed to maintain Pre Issue EPS for the year ended March 31, 2016

Particulars	Amount (in Rs.)
At Floor Price	[●]
At Cap Price	[●]

5. Net Asset Value (NAV)

Particulars	Rs per share
Net Asset Value per Equity Share as of March 31, 2016	25.58
Net Asset Value per Equity Share as of September 30, 2016	26.72
Net Asset Value per Equity Share after the Issue	[●]
Issue Price per equity share	[●]

Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares outstanding at the end of the period.

For the purpose of calculating the NAV above, the number of equity shares has been adjusted for the following changes:-

Date of Allotment	Particulars
January 31, 2017	Bonus Issue of 20,00,000 equity shares of face value of Rs. 10/- each fully paid up in the ratio of 1 share for every 1 share held

Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

Comparison with other listed companies

Companies	CMP	EPS	PE Ratio	RONW %	NAV (Per Share)	Face Value	Total Income (Rs. in lakhs)	PAT (Rs in lakhs)
Creative Peripherals and Distribution Limited	[●]	1.91	[●]	6.55	51.16	10	19,878.69	67.00
Peer Group*								
Redington India Limited	109.15	4.73	23.08	13.13%	35.99	2	12,67,587.53	18,889.63
Compuage Infocom Limited	55.50	2.39*	23.26	13.99%	85.28	2	2,69,001.08	1,402.08

*Adjusted for split in face value

Notes:

1. Considering the nature and size of business of the Company, the peers are not strictly comparable. However, above Companies have been included for broad comparison.
2. The figures for Creative Peripherals and Distribution Limited are based on the restated results for the year ended March 31, 2016.
3. The figures for the peer group are based on standalone audited results for the respective year ended March 31, 2016.
4. Current Market Price (CMP) is the closing prices of respective scripts as on February 21, 2017.
5. The Issue Price of Creative Peripherals and Distribution Limited is Rs. [●] per Equity Share. Creative Peripherals and Distribution Limited is a Book Built issue and price band for the same shall be published 5 working days before opening of the Issue in English and Hindi national newspapers and one regional newspaper with wide circulation.

For further details refer to the section titled “*Risk Factors*” beginning on page 19 and the financials of the Company including profitability and return ratios, as set out in the section titled “*Financial Statements*” beginning on page 173 of this Draft Red Herring Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Creative Peripherals and Distribution Limited
B-215, Mandpeshwar Industrial Premises Co-op.Soc. Ltd,
Opp. MCF Club, Off S.V.P. Road,
Borivali (W), Mumbai- 400092
Maharashtra, India.

Dear Sirs,

Subject: Statement of Possible Special Tax Benefits available to Creative Peripherals and Distribution Limited (the Company) and its shareholders prepared in accordance with the requirements under Schedule VIII – Clause (VII) (L) of the SEBI (ICDR) Regulations, 2009 as amended (the ‘Regulations’)

We hereby report that the enclosed annexure prepared by **Creative Peripherals and Distribution Limited**, states the possible special tax benefits available to **Creative Peripherals and Distribution Limited** and the shareholders of the Company under the Income Tax Act, 1961 (‘Act’), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil. The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders do not cover any general tax benefits available to the Company Further , the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and 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 proposed initial public offering of equity shares (“the Offer”) by the Company.

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

- a. The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b. 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. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Khandelwal Prakash Murari Bhandari & Co.
Chartered Accountants
Firm Registration No.102454W

Punit Soni
Partner
M No. 173087

Date: March 1, 2017
Place: Mumbai

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

SECTION IV – ABOUT THE COMPANY

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 173 and [●] respectively of this Draft Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO ELECTRONIC PRODUCT INDUSTRY

The electronics market of India is one of the largest in the world and is anticipated to reach US\$ 400 billion in 2022 from US\$ 69.6 billion in 2012. The market is projected to grow at a compound annual growth rate (CAGR) of 24.4 per cent during 2012-2020. Total production of electronics hardware goods in India is estimated to reach US\$ 104 billion by 2020. The communication and broadcasting equipment segment constituted 31 per cent, which is the highest share of total production of electronic goods in India in FY13, followed by consumer electronics at 23 per cent.

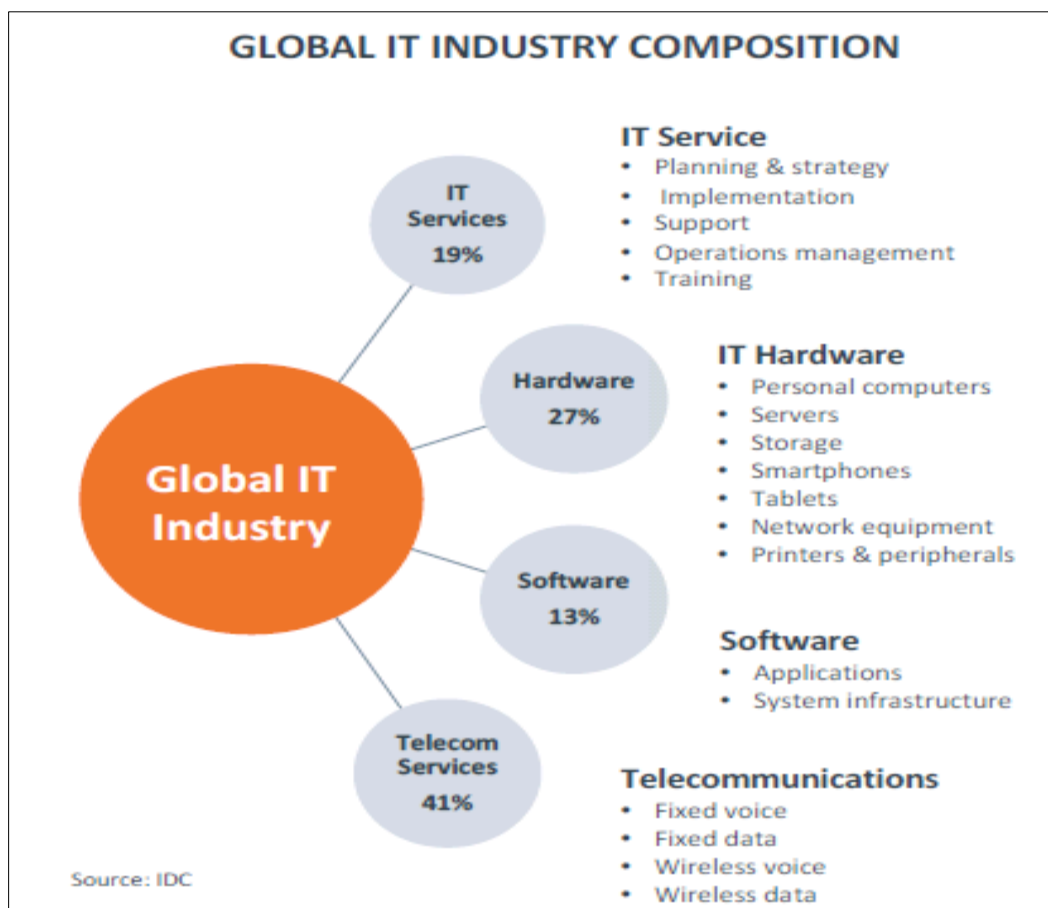
Electronic exports from India were expected to reach US\$ 8.3 billion in FY13, a CAGR of 27.9 per cent during FY07–12. Technological improvements and competitively cost effectiveness are main drivers for demand of Indian electronics products abroad. The Government of India has set up Electronic Hardware Technology Parks (EHTPs), Special Economic Zones (SEZs) and a brought about a favourable climate for foreign direct investment (FDI). It has also increased liberalisation and relaxed tariffs to promote growth in the sector. In addition, the government gave its green signal to the Modified Special Incentive Package Scheme (MSIPS) under which the central government will be offering up to US\$ 1.7 billion in benefits to the electronics sector in next five years.

The growing customer base and the increased penetration in consumer durables segment have provided enough scope for the growth of the Indian electronics sector. Also, digitisation of cable could lead to increased broadband penetration in the country and open up new avenues for companies in the electronics industry.

(Source: Indian Electronics Industry Analysis India Brand Equity Foundation, www.ibef.org)



IT INDUSTRY COMPOSITION



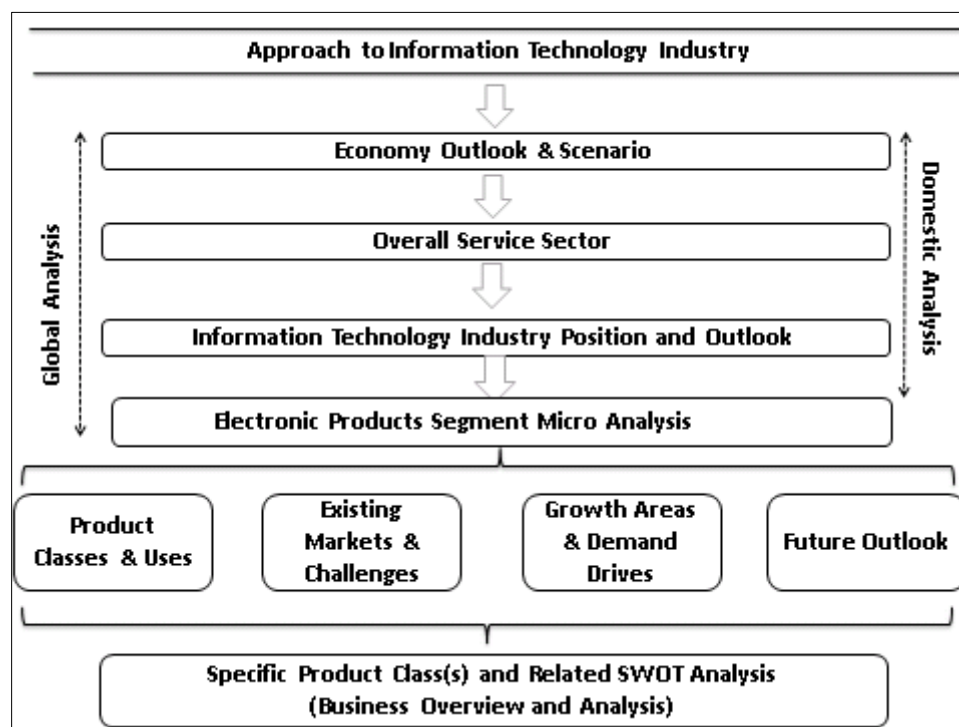
(Source: IT Industry outlook 2017, CompTIA Properties, www.comptia.org)

APPROACH TO ELECTRONIC PRODUCTS INDUSTRY ANALYSIS

Analysis of Information Technology industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Information Technology industry forms part of Service Sector at a macro level. Hence, broad picture of Service Sector should be at preface while analysing the Chemical Industry.

Service sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall Service sector is Information Technology industry, which in turn encompasses various components one of them being Electronic Products Industry.

Thus, Electronic Products Industry should be analysed in the light of Information Technology industry at large. An appropriate view on Information Technology, then, calls for the overall economy outlook, performance and expectations of Service Sector, position and outlook of Information Technology and Electronic Products segment micro analysis.



This Approach Note is developed by Pantomath Capital Advisors (P) Ltd ('Pantomath') and any unauthorized reference or use of this Note, whether in the context of Electronic Products industry and / or any other industry, may entail legal consequences.

GLOBAL ECONOMIC ENVIRONMENT

INTRODUCTION

Since the Economic Survey and Budget were presented a year ago, the Indian economy has continued to consolidate the gains achieved in restoring macro-economic stability. Inflation, the fiscal deficit, and the current account deficit have all declined, rendering India a relative haven of macro stability in these turbulent times. Economic growth appears to be recovering, albeit at varying speeds across sectors.

At the same time, the upcoming Budget and 2016-17 (FY-2017) economic policy more broadly, will have to contend with an unusually challenging and weak external environment. Although the major international institutions are yet again predicting that global growth will increase from its current subdued level, they assess that risks remain tilted to the downside. This uncertain and fragile outlook will complicate the task of economic management for India.

The risks merit serious attention not least because major financial crises seem to be occurring more frequently. The Latin American debt crisis of 1982, the Asian Financial crisis of the late 1990s, and the Eastern European crisis of 2008 suggested that crises might be occurring once a decade. But then the rapid succession of crises, starting with Global Financial Crisis of 2008 and proceeding to the prolonged European crisis, the mini-crises of 2013, and the China provoked turbulence in 2015 all hinted that the intervals between events are becoming shorter.

This hypothesis could be validated in the immediate future, since identifiable vulnerabilities exist in at least three large emerging economies—China, Brazil, Saudi Arabia—at a time when underlying growth and productivity developments in the advanced economies are soft. More flexible exchange rates, however, could moderate full-blown eruptions into less disruptive but more prolonged volatility.

One tail risk scenario that India must plan for is a major currency re-adjustment in Asia in the wake of a similar adjustment in China; as such an event would spread deflation around the world. Another tail risk scenario could unfold as a consequence of policy actions—say, capital controls taken to respond to curb outflows from large emerging market countries, which would further moderate the growth impulses emanating from them.

In either case, foreign demand is likely to be weak, forcing India—in the short run—to find and activate domestic sources of demand to prevent the growth momentum from weakening. At the very least, a tail risk event would require Indian monetary and fiscal policy not to add to the deflationary impulses from abroad. The consolation would be that weaker oil and commodity prices would help keep inflation and the twin deficits in check.

(Source-Economic Survey 2015-16-Volume I; www.indiabudget.nic.in)

GLOBAL ECONOMIC OVERVIEW

The global macroeconomic landscape is currently chartering a rough and uncertain terrain characterized by weak growth of world output. The situation has been exacerbated by; (i) declining prices of a number of commodities, with reduction in crude oil prices being the most visible of them, (ii) turbulent financial markets (more so equity markets), and (iii) volatile exchange rates. These conditions reflect extreme risk-aversion behaviour of global investors, thus putting many, and in particular, commodities exporting economies under considerable stress.

One important positive outcome in 2015 is the modest pickup in the growth of some of the advanced economies. However, growth in emerging market and developing economies declined for the fifth consecutive year. As a result, overall global economic activity remained subdued in 2015. In its latest Update of the World Economic Outlook (WEO), published on 19 January 2016, the IMF projected growth in the global economy to improve from 3.1 per cent in 2015, to 3.4 per cent in 2016 and further to 3.6 per cent in 2017. Growth in advanced economies is projected at 2.1 per cent in 2016 and to continue through 2017 at the same rate.

The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large Emerging Market and Developing economies (EMDE) are likely to continue to weigh on their growth prospects in 2016–17. Assessments indicate that mixed inflation developments in the EMDEs reflect the conflicting implications of weak domestic demand and lower commodity prices versus marked currency depreciations over the past year. The WEO update also indicated that India and the rest of emerging Asia are bright spots, with some other countries facing strong headwinds from China's economic rebalancing and global manufacturing weakness. World trade volume growth projections have been placed at 2.6 per cent and 3.4 per cent respectively for 2015 and 2016, which is much lower than what was estimated earlier in WEO in October 2015.

(Source-Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

GLOBAL OUTLOOK FOR GROWTH

One important positive outcome in 2015 was the modest pick-up in growth in some of the advanced economies. It might be recalled that after falling in 2009 due to the 2008 global financial crisis, growth in emerging and developing economies rebounded in 2010 and 2011. While advanced economies also exhibited a recovery in 2010 thanks to the large stimuli, global growth continued to be tepid relative to the average of the decade ending 2006, largely on account of the slowdown in advanced economies. Spill over effects of the crisis may have been large, prolonged and bi-directional, given that the global integration is far greater than in the prior decade. This has made the task of projecting global economic outlook arduous. This uncertainty has led to the International

Monetary Fund (IMF) revising the global growth outlook in its World Economic Outlook (WEO) four times a year since 2009.

In its latest WEO Update, published on 19 January 2016, the IMF has projected growth in the global economy to go up from 3.1 per cent in 2015 to 3.4 per cent in 2016 and further to 3.6 per cent in 2017, slightly lower than the projection published in October 2015. Growth in advanced economies is revised by 0.2 percentage points in 2016 to 2.1 per cent, to continue through 2017. Growth in the US is expected to remain resilient owing to strengthening of the housing and labour markets. Growth in the euro area is expected to increase due to stronger private consumption supported by lower oil prices and easy financial conditions is expected to outweigh the weakening in net exports. Growth in Japan is also expected to consolidate in 2016, on the back of fiscal support, lower oil prices, accommodative financial conditions, and rising incomes.

Overall global economic activity remained subdued in 2015, as growth in emerging market and developing economies (EMDE) declined for the fifth consecutive year and recovery in advanced economies was modest. This is also attributable to the changing composition of the global economy and relative point contributions to global growth. The fall in the contribution of the EMDEs is not being made good by the advanced economies. A recent feature is that the Chinese economy is gradually slowing down and is transitioning from investment demand to consumption demand and from manufacturing to services. The concern over the spill overs of subdued global growth to other economies through trade channels and weaker commodity prices is manifest in diminishing confidence and increasing volatility in financial markets. In addition, a dual monetary policy—a gradual tightening in monetary policy in the US in the backdrop of its resilient recovery and easy monetary policy in several other major advanced economies has led to continued uncertainties and poses challenges for the year ahead. In the case of EMDEs, growth remained subdued at 4 per cent in 2015, but is projected to increase to 4.3 per cent in 2016 and 4.7 per cent in 2017. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016–17. Assessments indicate that mixed inflation developments in EMDEs reflect the conflicting implications of weak domestic demand and lower commodity prices versus marked currency depreciations over the past year.

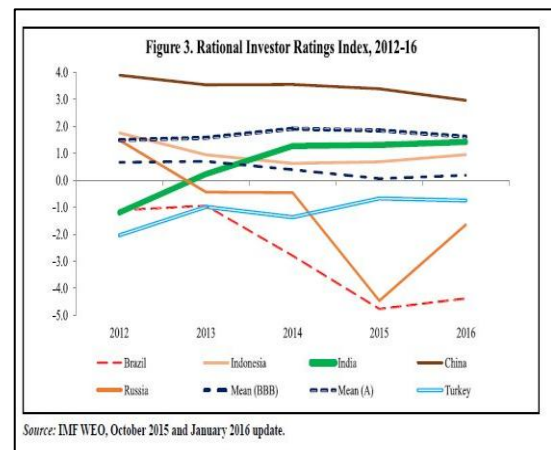
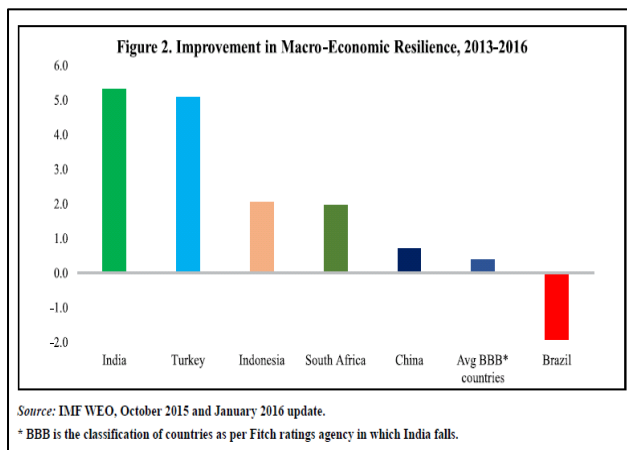
The 19 January WEO Update also indicated that India and the rest of emerging Asia are bright spots, albeit with some countries facing strong headwinds from China's economic rebalancing and global manufacturing weakness. The IMF's growth forecast for India is 7.5 per cent in 2016 and 2017 and this surpasses the projection of 6.3 per cent and 6.0 per cent respectively for China. The level of global economic activity has a significant and direct bearing on the growth prospects of the emerging economies through trade channels. As per the Update, world trade volume growth projections have been placed at 3.4 per cent and 4.1 per cent respectively for 2016 and 2017 lower by 0.7 percentage points to 0.5 percentage point respectively from WEO, October 2015. The World Bank's Report on Global Economic Prospects (January 2016) also estimated that India will grow by a robust 7.8 per cent in 2016 and 7.9 per cent in the following two years. Compared to other major developing countries, the report maintained that India is well positioned to withstand near-term headwinds and volatility in global financial markets due to reduced external vulnerabilities, a strengthening domestic business cycle, and a supportive policy environment.

(Source-Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

THE INDIAN ECONOMY

The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. A sense of this turnaround is illustrated by a cross-country comparison. In last year's Survey, we had constructed an overall index of macroeconomic vulnerability, which adds a country's fiscal deficit, current account deficit, and inflation. This index showed that in 2012 India was the most vulnerable of the major emerging market countries. Subsequently, India has made the most dramatic

strides in reducing its macro-vulnerability. Since 2013, its index has improved by 5.3 percentage points compared with 0.7 percentage points for China, 0.4 percentage points for all countries in India's investment grade (BBB), and a deterioration of 1.9 percentage points in the case of Brazil (Figure 2).



If macro-economic stability is one key element of assessing a country's attractiveness to investors, its growth rate is another. In last year's Survey we had constructed a simple Rational Investor Ratings Index (RIRI) which combined two elements, growth serving as a gauge for rewards and the macro-economic vulnerability index proxying for risks. The RIRI is depicted in Figure 3; higher levels indicate better performance. As can be seen, India performs well not only in terms of the change of the index but also in terms of the level, which compares favourably to its peers in the BBB investment grade and even its "betters" in the A grade¹. As an investment proposition, India stands out internationally.

(Source-Economic Survey 2015-16-Volume I, www.indiabudget.nic.in)

REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

In the Advance Estimates of GDP that the Central Statistics Office (CSO) released recently, the growth rate of GDP at constant market prices is projected to increase to 7.6 per cent in 2015-16 from 7.2 per cent in 2014-15, mainly because private final consumption expenditure has accelerated. Similarly, the growth rate of GVA for 2015-16 is estimated at 7.3 per cent vis-à-vis 7.1 per cent in 2014-15. Although agriculture is likely to register low growth for the second year in a row on account of weak monsoons, it has performed better than last year. Industry has shown significant improvement primarily on account of the surprising acceleration in manufacturing (9.5 per cent vis-à-vis 5.5 per cent in 2014-15). Meanwhile, services continue to expand rapidly.

- Even as real growth has been accelerating, nominal growth has been falling, to historically low levels, an unusual trend highlighted in the Mid-Year Economic Analysis (MYEA), 2015-16.
- According to the Advance Estimates, nominal GDP (GVA) is likely to increase by just 8.6 (6.8) per cent in 2015-16.
- In nominal terms, construction is expected to stagnate, while even the dynamic sectors of trade and finance are projected to grow by only 7 to 7 3/4 percent.
- Inflation remains under control The CPI-New Series inflation has fluctuated around 51/2 percent, while measures of underlying trends—core inflation, rural wage growth and minimum support price increases—have similarly remained muted. Meanwhile, the WPI has been in negative territory since November 2014, the result of the large falls in international

commodity prices, especially oil. As low inflation has taken hold and confidence in price stability has improved, gold imports have largely stabilized, notwithstanding the end of a period of import controls

- Similarly, the external position appears robust. The current account deficit has declined and is at comfortable levels; foreign exchange reserves have risen to US\$351.5 billion in early February 2016, and are well above standard norms for reserve adequacy; net FDI inflows have grown from US\$21.9 billion in April-December 2014-15 to US\$27.7 billion in the same period of 2015-16; and the nominal value of the rupee, measured against a basket of currencies, has been steady. India was consequently well-positioned to absorb the volatility from the U.S. Federal Reserve actions to normalize monetary policy that occurred in December 2015. Although the rupee has declined against the dollar, it has strengthened against the currencies of its other trading partners.
- The fiscal sector registered three striking successes: on-going fiscal consolidation, improved indirect tax collection efficiency; and an improvement in the quality of spending at all levels of government.
- Government tax revenues are expected to be higher than budgeted levels. Direct taxes grew by 10.7 per cent in the first 9 months (9M) of 2015-16. Indirect taxes were also buoyant. In part, this reflected excise taxes on diesel and petrol and an increase in the Swachh Bharat cess. The central excise duty collection from petroleum products during April to December 2015-16 recorded a growth of 90.5 per cent and stood at Rs.1.3 lakh crore as against Rs. 0.7 lakh crore in the same period last year. Tax performance also reflected an improvement in tax administration because revenues increased even after stripping out the additional revenue measures (ARMs). Indirect tax revenues grew by 10.7 per cent (without ARMs) and 34.2 per cent (with ARMs).
- The main findings are that a welcome shift in the quality of spending has occurred from revenue to investment, and towards social sectors. Aggregate public investment has increased by about 0.6 per cent of GDP in the first 8 months of this fiscal year, with contributions from both the Centre (54 per cent) and states (46 per cent).

(Source - Economic Survey 2015-16-Volume I, www.indiabudget.nic.in)

DEVELOPMENTS IN THE CAPITAL MARKET

PRIMARY MARKET

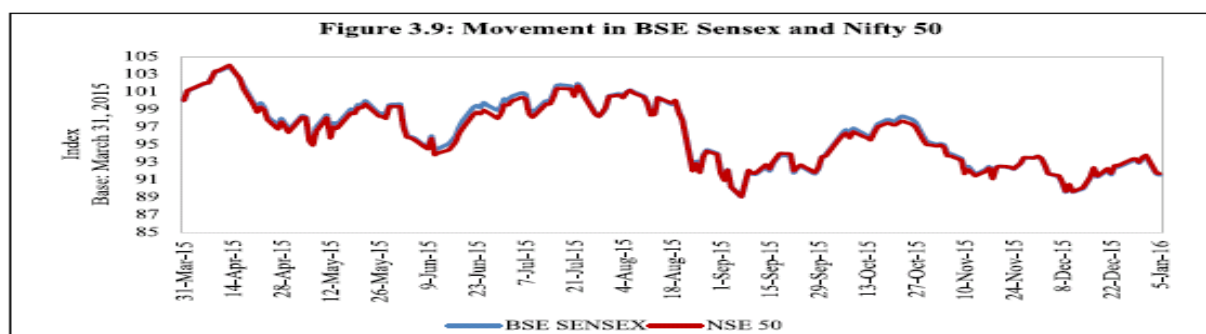
In 2015-16 (April-December), resource mobilization through the public and right issues has surged rapidly as compared to the last financial year. During 2015-16 (April- December), 71 companies have accessed the capital market and raised Rs.51,311 crore, compared to Rs.11,581 crore raised through 61 issues during the corresponding period of 2014-15.

The small and medium enterprises (SME) platform of the stock exchange is intended for small and medium sized companies with high growth potential, whose post issue paid-up capital is less than or equal to Rs. 25 crore. During 2015-16 (April- December), 32 companies were listed on the SME platform, raising a total amount of Rs.278 crore as compared to Rs.229 crore raised through 28 issues in the corresponding period of 2014-15.

Resources mobilized by mutual funds during April-December 2015 also increased substantially to Rs.1,61,696 crore from Rs.87,942 crore mobilized during the same period of the previous year.

SECONDARY MARKET

During 2015-16 so far, the Indian securities market has remained subdued (Figure 3.9). The Bombay Stock Exchange (BSE) Sensex declined by 8.5 per cent (up to 5 January 2016) over end-March 2015, mainly on account of turmoil in global equity markets in August 2015 following slowdown in China and its currency devaluation and slump in stocks. On 4 January 2016, weak Chinese manufacturing data again led to a global sell-off which caused the BSE Sensex also to decline by 538 points (2.1 per cent). The downward trend in the Indian stock market was also guided by mixed corporate earnings for Q1 and Q2 of 2015-16, FPIs' concern over minimum alternative tax (MAT), weakening of the rupee against the US dollar, investor concern over delay in passage of the Goods and Services Tax (GST) Bill, uncertainty over interest rate hike by US Fed and selling by FPIs. However, the Indian equity market has been relatively resilient during this period compared to the other major EMEs. The Indian stock market withstood the US Fed increase in interest rates in December 2015.



Source: SEBI

(Source-Economic Survey 2015-16-Volume II, www.indiabudget.nic.in)

INDUSTRIAL PERFORMANCE

The Index of Industrial Production (IIP) which provides quick estimates of the performance of key industrial sectors has started showing upward momentum (Figure 6.1). As per IIP, the industrial sector broadly comprising mining, manufacturing and electricity attained 3.1 per cent growth during April-December 2015-16 as compared to 2.6 per cent during the same period of 2014-15 due to the higher growth in mining and manufacturing sectors (Table 6.1). The mining, manufacturing and electricity sectors grew by 2.3 per cent, 3.1 per cent, and 4.5 per cent respectively during April-December 2015-16. The mining sector growth was mainly on account of higher coal production. The manufacturing sector was propelled by the higher production by the industry groups like furniture; wearing apparel, dressing and dyeing of fur; motor vehicles, trailers & semitrailers; chemicals and chemical products; refined petroleum products & nuclear fuel; and wood & products of wood. The growth in electricity is mainly contributed by higher growth in generation of thermal and nuclear sector.

In terms of use based classification, consumer durable goods have witnessed a remarkable growth at 12.4 per cent during April-December 2015-16. Basic goods and capital goods have registered 3.4 per cent and 1.7 per cent growth with intermediate goods by 1.9 per cent (Table 6.1).

The eight core infrastructure supportive industries, coal, crude oil, natural gas, refinery products, fertilizers, steel, cement and electricity that have a total weight of nearly 38 per cent in the IIP, registered a cumulative growth of 1.9 per cent during April-December 2015-16 as compared to 5.7 per cent during April-December 2014-15. Month-wise performance of the eight core sectors shows that the production of coal and fertilizers have increased substantially, while that of crude oil, natural gas and steel have mostly been negative. Refinery products, cement and electricity have attained moderate growth. Clearances for coal projects have facilitated production of coal. Crude oil and natural gas production declined because of a fall in production by Oil and Natural Gas Corporation (ONGC), Oil India Limited (OIL) and also private/joint venture (JV) companies in different months. In electricity

generation, while the thermal and nuclear sectors have registered higher growth, the hydro sector has not performed well.

Table 6.1: IIP-based Growth Rates of Broad Sectors/ Use-based Classification (in per cent)											
	Weight	2013-14	2014-15	2014-15				2015-16			
				Q1	Q2	Q3	Apr.-Dec.	Q1	Q2	Q3	Apr.-Dec.
General	100.00	-0.1	2.8	4.5	1.3	2.0	2.6	3.3	4.8	1.5	3.1
Sectoral											
Mining	14.16	-0.6	1.5	3.0	0.5	2.1	1.8	0.4	3.1	3.3	2.3
Manufacturing	75.53	-0.8	2.3	3.9	0.4	1.1	1.8	3.7	4.7	0.9	3.1
Electricity	10.32	6.1	8.4	11.3	9.4	9.4	10.0	2.3	6.8	4.4	4.5
Use Based											
Basic goods	45.68	2.1	7.0	8.7	7.0	8.3	8.0	4.7	4.4	1.3	3.4
Capital goods	8.83	-3.6	6.4	13.6	-0.5	3.2	5.1	2.0	13.4	-10.0	1.7
Intermediate goods	15.69	3.1	1.7	3.1	1.6	0.8	1.8	1.6	2.2	1.9	1.9
Consumer goods	29.81	-2.8	-3.4	-3.2	-5.4	-6.4	-4.9	2.5	2.7	6.8	4.0
Consumer durables	8.46	-12.2	-12.6	-9.5	-15.5	-20.9	-15.2	3.7	11.9	23.4	12.4
Consumer non-durables	21.35	4.8	2.8	1.4	2.3	3.2	2.3	1.7	-3.0	-1.6	-1.0

Source: CSO

Figure 6.1 depicts three months moving average month-on-month (M-o-M) growth of the IIP, manufacturing and eight core industries. The growth in industrial production, manufacturing sector and the eight core sectors started picking up again in December 2015. It is expected that the uptick in growth rate will be maintained due to revival in manufacturing production.

While the overall IIP has shown recovery, there is variation in the performance of some of the major industries during April-December 2015. While some sectors like electricity, coal, fertilizers, cement and passenger cars have shown positive growth, sectors like steel and aluminium have shown negative growth during April-December 2015.

(Source-Economic Survey 2015-16-Volume-II, www.indiabudget.nic.in)

MICRO SMALL AND MEDIUM ENTERPRISES SECTOR

With 3.6 Crore units spread across the country, that employ 8.05 crore people, Micro, Small and Medium Enterprises (MSME) have a contribution of 37.5 per cent to the country's GDP. The sector has huge potential for helping address structural problems like unemployment, regional imbalances, unequal distribution of national income and wealth across the country. Due to comparatively low capital costs and their forward-backward linkages with other sectors, MSMEs will play a crucial role in the success of the Make in India initiative.

Realizing the importance of the MSME sector, the government has undertaken a number of schemes/programmes like the Prime Minister's Employment Generation Programme (PMEGP), Credit Guarantee Trust Fund for Micro and Small Enterprises (CGTMSE), Credit Linked Capital Subsidy Scheme (CLCSS) for Technology Up gradation, Scheme of Fund for Regeneration of Traditional Industries (SFURTI), and Micro and Small Enterprises- Cluster Development Programme (MSECDP) for the establishment of new enterprises and development of existing ones. Some of the new initiatives undertaken by the government for the promotion and development of MSMEs, are as follows:

- Udyog Aadhar Memorandum (UAM):** The UAM scheme, which was notified in September 2015 under section 8 of the MSME Development Act 2006, is a path-breaking step to promote ease of doing business for MSMEs. Under the scheme, MSME entrepreneurs just need to file an online entrepreneurs' memorandum to instantly get a unique Udyog Aadhaar Number (UAN). The information sought is on self-certification basis and no supporting documents are required. This marks a significant improvement over the earlier complex and cumbersome procedure.

- **Employment Exchange for Industries:** To facilitate match making between prospective job seekers and employers an employment exchange for industries was launched on June 15, 2015 in line with Digital India. More than 3.42 lakh job seekers have been registered on the portal as on December 30, 2015.
- **Framework for Revival and Rehabilitation of MSMEs:** Under this framework, which was notified in May 2015, banks have to constitute a Committee for Distressed MSME enterprises at zonal or district level to prepare a Corrective Action Plan (CAP) for these units.
- **A scheme for Promoting Innovation and Rural Entrepreneurs (ASPIRE):** ASPIRE was launched on March 16, 2015 with the objective of setting up a network of technology centres and incubation centres to accelerate entrepreneurship and promote start-ups for innovation and entrepreneurship in rural and agriculture based industry.

In addition, the government intends to provide more credit to MSME sectors, especially in the rural areas, focusing on skill development, encouraging entrepreneurial activities with optimistic mind set among rural youth and creating job opportunities among rural women, for high, inclusive and sustained industrial growth.

(Source - Economic Survey 2015-16-Volume II, www.indiabudget.nic.in)

OUTLOOK FOR GROWTH

Real GDP growth for 2015-16 is expected to be in the 7 to 7^{3/4} range, reflecting various and largely offsetting developments on the demand and supply sides of the Indian economy. Before analysing these factors, however, it is important to step back and note one important point. India's long-run potential GDP growth is substantial, about 8-10 percent. But its actual growth in the short run will also depend upon global growth and demand. After all, India's exports of manufactured goods and services now constitute about 18 percent of GDP, up from about 11 percent a decade ago.

Reflecting India's growing globalization, the correlation between India's growth rate and that of the world has risen sharply to reasonably high levels. For the period 1991-2002 this correlation was 0.2. Since then, the correlation has doubled to 0.42. In other words, a 1 percentage point decrease in the world growth rate is now associated with a 0.42 percentage point decrease in Indian growth rates.

Accordingly, if the world economy remains weak, India's growth will face considerable headwinds. For example, if the world continues to grow at close to 3 percent over the next few years rather than returning to the buoyant 4-4½ per cent recorded during 2003-2011, India's medium-term growth trajectory could well remain closer to 7-7½ per cent, notwithstanding the government's reform initiatives, rather than rise to the 8-10 per cent that its long-run potential suggests. In other words, in the current global environment, there needs to be a recalibration of growth expectations and consequently of the standards of assessment.

Turning to the outlook for 2016-17, we need to examine each of the components of aggregate demand: exports, consumption, private investment and government.

- To measure the demand for India's exports, we calculate a proxy-weighted average GDP growth rate of India's export partners. The weights are the shares of partner countries in India's exports of goods and services. We find that this proxy for export demand growth declined from 3.0 percent in 2014 to 2.7 per cent in 2015, which helps explain the deceleration in India's non-oil exports, although the severity of the slowdown—in fact, a decline in export volume—went beyond adverse external developments. Current projections by the IMF indicate that trading partner growth this demand will improve marginally this year to about 2.8 percent. But the considerable downside risks suggest that it would be prudent not to count on a big contribution to GDP growth from improving export performance.

- On the domestic side, two factors could boost consumption. If and to the extent that the Seventh Pay Commission (7th PC) is implemented, increased spending from higher wages and allowances of government workers will start flowing through the economy. If, in addition, the monsoon returns to normal, agricultural incomes will improve, with attendant gains for rural consumption, which over the past two years of weak rains has remained depressed.
- Against this, the disappearance of much of last year's oil windfall would work to reduce consumption growth. Current prospects suggest that oil prices (Indian crude basket) might average US\$ 35 per barrel next fiscal year compared with US\$ 45 per barrel in 2015-16. The resulting income gain would amount roughly equivalent to 1 percentage point of GDP – an 18 per cent price decline times a share of net oil imports in GDP of 6 percent. But this would be half the size of last year's gain, so consumption growth would slow on this account next year.
- According to analysis done by Credit Suisse, (non-financial) corporate sector profitability has remained weak, falling by 1 percent in the year to December 2015. This decline reflected a sharp deterioration in the financial health of the metals—primarily steel—companies, which have now joined the ranks of companies under severe financial stress. As a result, the proportion of corporate debt owed by stressed companies, defined as those whose earnings are insufficient to cover their interest obligations, has increased to 41 percent in December 2015, compared to 35 percent in December 2014.³ In response to this stress, companies have once again been compelled to curb their capital expenditures substantially.
- Finally, the path for fiscal consolidation will determine the demand for domestic output from government. The magnitude of the drag on demand and output will be largely equal to the size of consolidation, assuming a multiplier of about 1.
- There are three significant downside risks. Turmoil in the global economy could worsen the outlook for exports and tighter financial conditions significantly. Second, if contrary to expectations oil prices rise more than anticipated, this would increase the drag from consumption, both directly, and owing to reduced prospects for monetary easing. Finally, the most serious risk is a combination of the above two factors. This could arise if oil markets are dominated by supply-related factors such as agreements to restrict output by the major producers.
- The one significant upside possibility is a good monsoon. This would increase rural consumption and, to the extent that it dampens price pressures, open up further space for monetary easing.
- Putting these factors together, we expect real GDP growth to be in the 7 to 7 ^{3/4} per cent range, with downside risks because of on-going developments in the world economy. The wider range in the forecast this time reflects the range of possibilities for exogenous developments, from a rebound in agriculture to a full-fledged international crisis; it also reflects uncertainty arising from the divergence between growth in nominal and real aggregates of economic activity.

(Source - Economic Survey 2015-16-Volume I, www.indiabudget.nic.in)

INDIA'S INCREASING IMPORTANCE TO GLOBAL GROWTH

Despite global headwinds and a truant monsoon, India registered robust growth of 7.2 per cent in 2014-15 and 7.6 per cent in 2015-16, thus becoming the fastest growing major economy in the world. As per the estimates of the International Monetary Fund (IMF), global growth averaged 3.1 per cent in 2015, declining from 3.4 per cent registered in 2014. While growth in advanced economies has improved modestly since 2013, the emerging economies have witnessed a consistently declining trend

in growth rate since 2010. It is against this background that the recent Indian growth story appears particularly bright.

India has made striking progress in its contribution to the global growth of Gross Domestic Product (GDP) in Purchasing Power Parity (PPP) terms. PPP represents the number of units of a country's currency required to purchase the same amount of goods and services in the domestic market as the US dollar would purchase in the United States, thus adjusting for purchasing power differentials between currencies in relevant markets. India's contribution to global growth in PPP terms increased from an average of 8.3 per cent during the period 2001 to 2007 to 14.4 per cent in 2014. During the 1990s, the US's contribution to the global GDP growth in PPP terms was, on an average, around 16 percentage points higher than India's. The picture changed dramatically in 2013 and 2014 when India's contribution was higher than that of the US by 2.2 and 2.7 percentage points respectively. During 1991-2014, low growth in Japan (0.9 per cent annually) resulted in its low contribution (1.5 per cent) to global growth. India and China constitute 42.5 per cent and 53.2 per cent respectively of the total PPP measure of the lower-middle income countries and upper-middle income countries; and hence those country groups largely reflect India's and China's patterns.

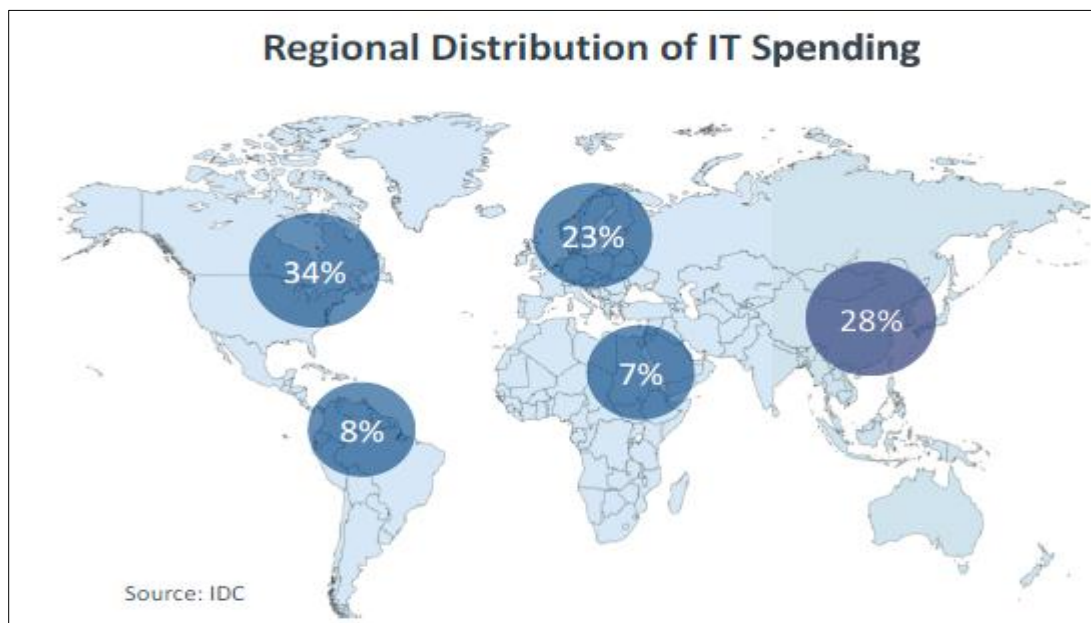
The global economy—in particular the global growth powerhouse, China—is rebalancing, leading to an increasing role for India. After the onset of the multiple crises in different parts of the world, India's contribution has become much more valuable to the global economy.

India's share in world GDP has increased from an average of 4.8 per cent during 2001-07 to 6.1 per cent during 2008-13 and further to an average of 7.0 per cent during 2014 to 2015 in current PPP terms (IMF). India's resilience and current levels of reasonably strong growth should, thus, be appreciated in the light of its increasing contribution to global growth.

(Source - Economic Survey 2015-16-Volume II, www.indiabudget.nic.in)

GLOBAL IT INDUSTRY

The global IT industry surpassed \$3.4 trillion in 2016, according to the research consultancy IDC. If growth expectations materialize, the industry will push past the \$3.5 trillion mark in the year ahead (Source: IDC). The vast majority of IT spending stems from purchases made by business or enterprises, with a small portion coming from household spending. With the increasing blurring of work and personal life, especially in the small business space, along with the BYOD phenomenon, it is difficult to classify certain types of technology purchases as being solely business or solely consumer. The U.S. market represents 28 percent of the worldwide total, or slightly over \$1 trillion. The next largest market is the Asia-Pacific region, which encompasses Japan, China, Australia, India, and surrounding countries. The share of the Asia-Pacific region has increasingly accounted for a larger share of the global IT pie. This has mostly come at the expense of a Western Europe market growing at a slower rate and thereby reducing its proportional share over time.



(Source: IT Industry outlook 2017, CompTIA Properties, www.comptia.org)

Breaking the IT market down into its core IT components, the hardware, software and services categories account for 59 percent of the global total. The fourth element, telecom services, accounts for the remaining 41 percent. The allocation of spending tends to vary from country to country. Some markets may be relatively immature in the traditional categories of computers and software, and yet relatively advanced in the areas of mobility and wireless communication.

The U.S. market features a large installed base of hardware, software and services. Not that telecom services are unimportant in the United States, but rather the spending on the aforementioned categories is much higher relative to the global benchmark. In the U.S. market, IT services and software capture larger shares compared to the global market: 25 percent vs. 19 percent and 21 percent vs. 13 percent, respectively.

When analyzing the IT market, it is worth noting that other sectors are steadily incorporating more information technology elements into their products and services, blurring the lines between the IT sector and other industries. In some sectors, the use of technology has become so prevalent that terms such as FinTech, EdTech, AdTech and FarmTech have emerged.

(Source: IT Industry outlook 2017, CompTIA Properties, www.comptia.org)

DIGGING INTO THE 2017 FORECAST

Top-level industry forecasts set the stage for an examination of the underlying factors contributing to growth. At a category level, IT industry executives are most bullish on IT services. A trend that began many years ago, the everything as-a-service phenomena has maintained its momentum. While certain facets of technology are becoming easier to manage, the overall complexity of managing technology ecosystems often exceeds the capabilities of many customer segments, especially small businesses. With traditional managed services providers embracing new opportunities in areas such as managed security, data, and IoT, hitting the upside of the forecast is not unrealistic.

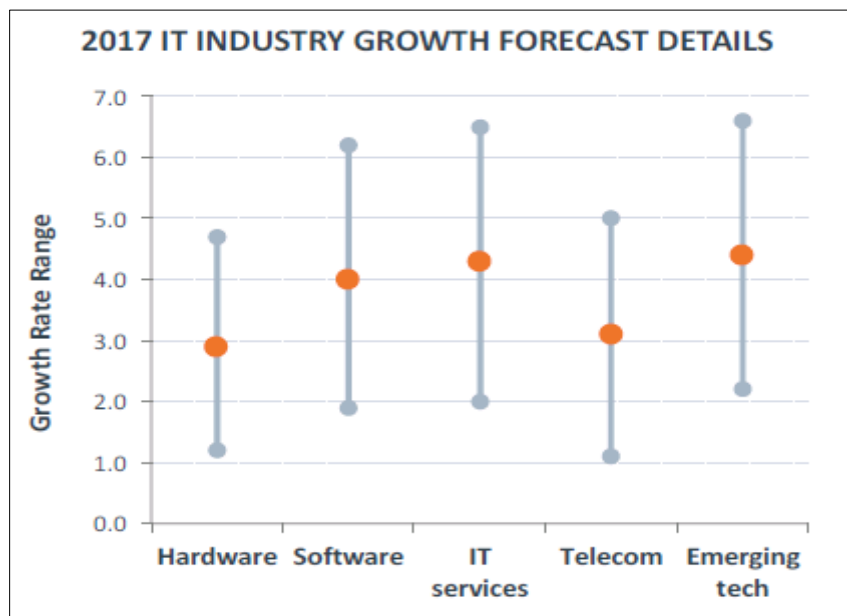
Straddling the hardware, software, IT services, and telecom categories is cloud computing. Expectations are high for another year of robust growth for cloud applications and cloud infrastructure. This sentiment is corroborated by other CompTIA research of end users and channel

partners. Customer demand for IaaS and SaaS cloud components will accelerate as they pursue digital business strategies.

Another category well positioned for upside potential is the umbrella category of security. This category is no longer narrowly defined in the traditional sense of firewalls or antivirus, but rather, a broad suite of tools and safeguards designed to combat the ever-expanding universe of security threats. Similar to cloud, expectations are already high for security so it is notable that 43 percent of IT industry executives believe there is the potential for the security category to outperform in the year ahead.

Relatedly, the broad category of software can be difficult to assess. Because software is now woven into the fabric of every device, system, or service, it can be challenging to identify where the software category ends and other categories begin. There will undoubtedly be software gazelles that generate growth rates well into double digits. However, there are also offsetting factors. Customers increasingly have a range of options to meet their software needs, including open-source solutions, lower-cost alternatives to traditional enterprise applications, freemium solutions, and building block-like API components that allow users to stitch together their own custom solutions.

For hardware, industry executives expect another year of status quo growth. Because PCs and mobile devices account for about half of the revenue generated in the hardware category, any softness in these segments will limit growth upside. As a reminder, this is a revenue forecast, so even if the number of units sold increases, if prices fall at a faster rate, revenue will be negatively affected.



(Source: IT Industry outlook 2017, CompTIA Properties, www.comptia.org)

According to IT industry executives, the factors most likely to contribute to reaching the upside of the forecasts include reaching new customer segments, a pick-up in business from existing customers, and successfully launching and selling new product lines.

Additionally, consultative sales and new approaches to customer engagement will be key. With a number of emerging product categories transitioning from the early adopter phase to a more mainstream adopter phase, tech companies must be acutely aware of the critical need to align technology solutions with business objectives. CompTIA's research into the small and medium-size business market reveals a range of perceived shortcomings in the return on investment of technology expenditures. Somewhat paradoxically, 4 in 10 SMBs indicate they believe their level of spending on

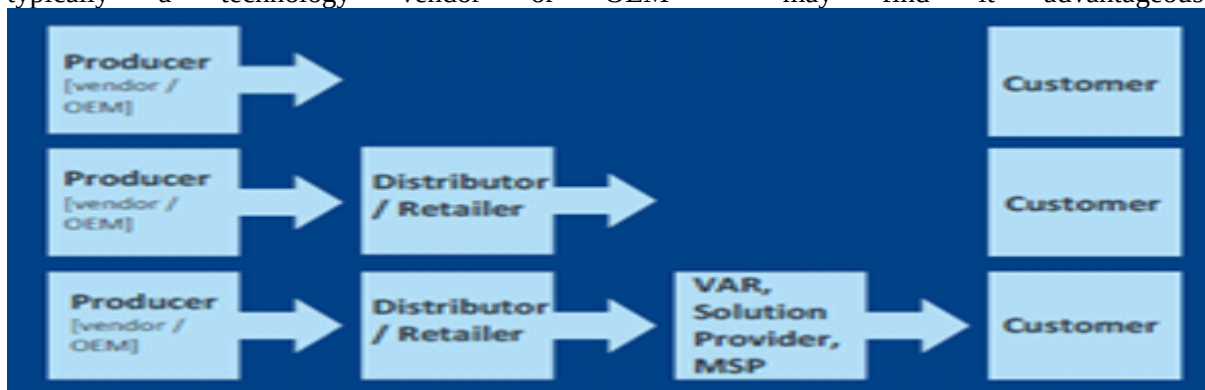
technology is too low. The takeaway: there is work to be done to bridge the disconnects between technology providers and users.

(Source: IT Industry outlook 2017, CompTIA Properties, www.comptia.org)

DEFINING AND SIZING THE IT CHANNEL.

Every industry sector has a mechanism to get products and services to their customers' hands. While some producers or manufacturers of goods sell direct to customers, most rely on intermediaries, or indirect channels, that can more efficiently or effectively deliver products and services to customers. Automotive manufactures rely on dealerships, pharmaceutical companies on drugstores, insurance firms on agents, and so on.

In the technology sector, this mechanism is referred to as the IT channel. The creators of a product – typically a technology vendor or OEM – may find it advantageous.



to work with intermediaries, such as a distributor or value added reseller (VAR), to get its products to market

Among those outside the IT industry, it is not uncommon to wonder why vendors do not simply sell directly to customers. In some cases, vendors do sell directly to customers. A small software vendor may sell direct to customers via the software-as-a-service model. Or, a hardware vendor may sell a large order of servers for a datacenter directly to an enterprise level customer. In many cases, though, vendors see value in working through their channel partners. Estimates suggest upwards of two-thirds of core IT products, representing an estimated \$200 billion-plus, flow through or are influenced by indirect sales channel.

(Source: IT Industry outlook 2017, CompTIA Properties, www.comptia.org)

INDIAN INFORMATION TECHNOLOGY INDUSTRY

Introduction

India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 67 per cent of the US\$ 124-130 billion market. The industry employs about 10 million workforces. More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centres in India.

The IT industry has also created significant demand in the Indian education sector, especially for engineering and computer science. The Indian IT and ITeS industry is divided into four major segments – IT services, Business Process Management (BPM), software products and engineering services, and hardware.

The IT-BPM sector which is currently valued at US\$ 143 billion is expected to grow at a Compound Annual Growth Rate (CAGR) of 8.3 per cent year-on-year to US\$ 143 billion for 2015-16. The sector is expected to contribute 9.5 per cent of India's Gross Domestic Product (GDP) and more than 45 per cent in total services export in 2015-16.

Market Size

The Indian IT sector is expected to grow at a rate of 12-14 per cent for FY2016-17 in constant currency terms. The sector is also expected triple its current annual revenue to reach US\$ 350 billion by FY 2025#.

India ranks third among global start-up ecosystems with more than 4,200 start-ups##.

India's internet economy is expected to touch Rs 10 trillion (US\$ 146.72 billion) by 2018, accounting for 5 per cent of the country's GDP####. India's internet user base reached over 400 million by May 2016, the third largest in the world, while the number of social media users grew to 143 million by April 2015 and smartphones grew to 160 million.

Public cloud services revenue in India is expected to reach US\$ 1.26 billion in 2016, growing by 30.4 per cent year-on-year (y-o-y)^. The public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018 from US\$ 638 million in 2014^. Increased penetration of internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology (IT) market is valued at US\$ 1 billion currently and is expected to grow 1.5 times by 2020^^. India's business to business (B2B) e-commerce market is expected to reach US\$ 700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach US\$ 102 billion by 2020^^^.

Investment

Indian IT's core competencies and strengths have attracted significant investments from major countries. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US\$ 21.02 billion between April 2000 and March 2016, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Indian start-ups are estimated to have raised US\$ 1.4 billion across 307 deals in quarter ending March 2016. Most large technology companies looking to expand have so far focused primarily on bigger enterprises, but a report from market research firm Zinnov highlighted that the small and medium businesses will present a lucrative opportunity worth US\$ 11.6 billion in 2015, which is expected to grow to US\$ 25.8 billion in 2020. Moreover, India has nearly 51 million such businesses of which 12 million have a high degree of technology influence and are looking to adopt newer IT products, as per the report.

Some of the major developments in the Indian IT and ITeS sector are as follows:

- Druva Incorporation, a data protection firm, has received US\$ 51 million in a funding round led by its existing investor Sequoia Capital India along with new investor EDBI which is the investment arm of the Singapore Economic Development Board (EDB).
- Google, the American technology giant, has launched a new Wi-Fi platform called Google station, under which the company will install Wi-Fi hot spots in places frequented by a large number of people like malls, cafes, universities.
- Reliance Industries Ltd (RIL) plans to set up entrepreneurship hubs in key cities and towns, and an Rs 5,000 crore (US\$ 748 million) fund, under the name of Jio Digital India Startup Fund, to invest in technology based startups.

- Gurgaon-based digital wallet start-up MobiKwik, which is owned and operated by One MobiKwik Systems Private Limited, has raised US\$ 40 million from Nasdaq-listed firm Net1, a South African payments technology company.
- Orange Business Services, the business services arm of Orange Group, has launched a state data centre for Himachal Pradesh government, which will be the first data centre in India to be designed using 'green' data centre concepts that minimise power requirements and increase power utilisation efficiency.
- PurpleTalk Inc, a US based mobile solutions company, has invested US\$ 1 million in Nukkad Shops, a Hyderabad based uber-local commerce platform that helps neighbourhood retail stores take their businesses online through a mobile app.
- Kart Rocket, a Delhi based e-commerce enabler has completed its US\$ 8 million funding round by raising US\$ 2 million from a Japanese investor, which will be used to enhance Kraftly, a mobile-first online-to-offline marketplace targeting small sellers, individuals and home-based entrepreneurs in India in product categories such as apparel and accessories.

Government Initiatives

Some of the major initiatives taken by the government to promote IT and ITeS sector in India are as follows:

- Mr Ravi Shakar Prasad, Minister of Communication and Information Technology, announced plan to increase the number of common service centres or e-Seva centres to 250,000 from 150,000 currently to enable village level entrepreneurs to interact with national experts for guidance, besides serving as a e-services distribution point.
- The Government of Telangana has signed an agreement with network solutions giant Cisco Systems Incorporation, to cooperate on a host of technology initiatives, including Smart Cities, Internet of Things, cyber security, education digitisation of monuments.
- The Railway Ministry plans to give a digital push to the India Railways by introducing bar-coded tickets, Global Positioning System (GPS) based information systems inside coaches, integration of all facilities dealing with ticketing issues, Wi-Fi facilities at the stations, super-fast long-route train service for unreserved passengers among other developments, which will help to increase the passenger traffic.
- The Pune Smart City Development Corporation (PSCDCL) has signed a memorandum of understanding (MOU) with the European Business and Technology Centre (EBTC), which will allow it to gain access to real-time knowledge of technologies, solutions and best practices from Europe.
- The e-Tourist Visa (e-TV) scheme has been extended to 37 more countries thereby taking the total count of countries under the scheme to 150 countries.
- Department of Electronics & Information Technology and M/s Canbank Venture Capital Fund Ltd plan to launch an Electronics Development Fund (EDF), which will be a 'Fund of Funds' to invest in 'Daughter Funds' which would provide risk capital to companies developing new technologies in the area of electronics, nano-electronics and Information Technology (IT).
- The Human Resource Development (HRD) Ministry has entered into a partnership with private companies, including Tata Motors Ltd, Tata Consultancy Services Ltd and real-estate firm Hubtown Ltd, to open three Indian Institutes of Information Technology (IIITs), through public-private partnership (PPP), at Nagpur, Ranchi and Pune.
- Government of India is planning to develop five incubation centres for 'Internet of Things' (IoT) start-ups, as a part of Prime Minister Mr Narendra Modi's Digital India and Startup India

campaign, with at least two centres to be set up in rural areas to develop solutions for smart agriculture.

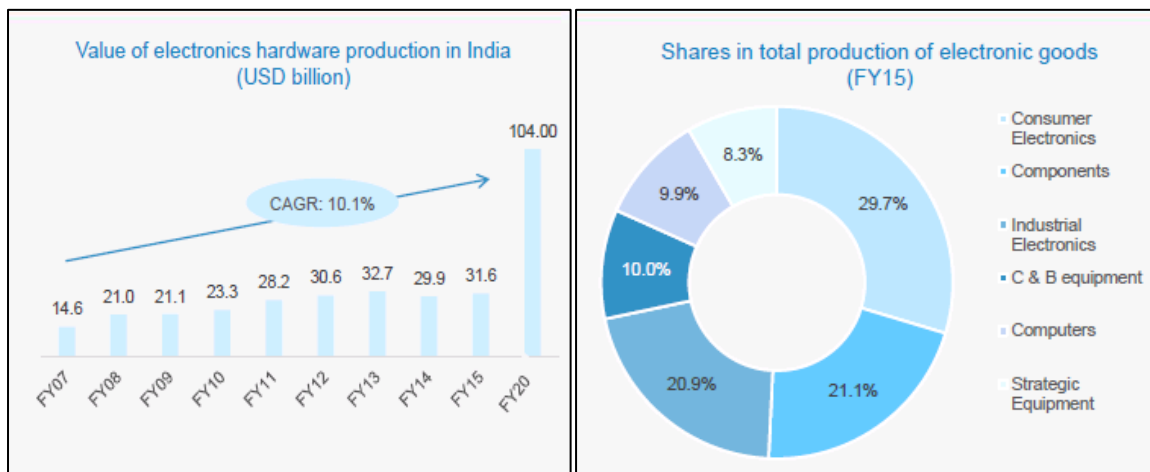
Road Ahead

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Social, Mobility, Analytics and Cloud (SMAC) are collectively expected to offer a US\$ 1 trillion opportunity. Cloud represents the largest opportunity under SMAC, increasing at a CAGR of approximately 30 per cent to around US\$ 650-700 billion by 2020. The social media is the second most lucrative segment for IT firms, offering a US\$ 250 billion market opportunity by 2020. The Indian e-commerce segment is US\$ 12 billion in size and is witnessing strong growth and thereby offers another attractive avenue for IT companies to develop products and services to cater to the high growth consumer segment.

Exchange Rate Used: INR 1 = US\$ 0.0149 as on September 29, 2016

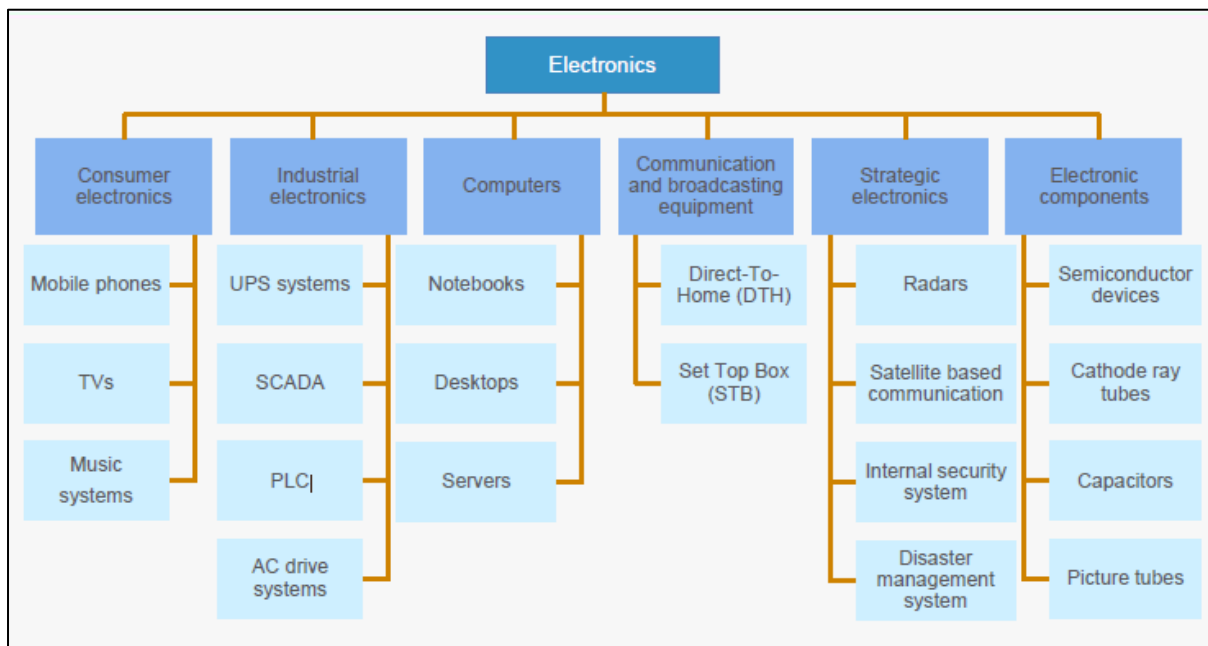
(Source: IT and ITeS Report November 2016 - India Brand Equity Foundation www.ibef.org)

INDIAN ELECTRONICS MARKET: STATISTICAL OVERVIEW



(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

INDIAN ELECTRONICS SECTOR SEGMENTATION



(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

NOTABLE TRENDS IN THE ELECTRONICS SECTOR

Consumer electronics

Increased presence of organised retail and affordability due to technological advancement. Expansion into new segments such as HDTVs, tablets and smart phones. Under Union Budget FY17, government exempted parts & components, subparts for manufacturing of routers, broadband modems, set-top boxes for internet & TV, CCTV camera/IP camera, lithium-ion battery except mobile handsets from the purview of BCD, CVD, SAD duties.

Industrial electronics

Application of state-of-the-art systems such as Decision Analysis, 3-D coordinate systems, smart image processing, Nanotechnology, Nano scale assemblies, DCS, etc., across various sections of the industry. Introduction of robotics to manage process and equipment's for sensitive industries like Chemical Industry, Nuclear Power Generation etc. Integration of production and business operations Artificial Intelligence has been made available which would help the sector to improve its quality control thereby making it more efficient

Computers

One of the fastest-growing IT systems and hardware market in Asia Pacific. Notebooks segment have recorded a growth rate of 17 per cent in FY15; tablet ownership registered a growth of 27 per cent in 2014 – 15 from the previous year. The industry of computer hardware in India grew from USD2.9 billion in FY14 to USD3.06 billion in FY15. Expansion of server market into smaller cities, and small and medium businesses.

Electronic components

Semiconductors lead segmental growth. High growth in key determinants for electronic components, namely consumer electronics, telecom, defence and IT verticals. Total Semiconductor market in India is estimated to reach USD9.66 billion by the end of 2015

Strategic electronics

The production in strategic electronic segment in India increased from USD2.29 billion in FY14 to USD2.57 billion in FY15. Economic growth and low costs are likely to provide impetus to aerospace market. Nuclear power to play a large role in India's energy security needs. Companies such as Bharat Electronics Limited, Hindustan Aeronautics Limited, Electronics Corporation of India Limited, Bharat Dynamics Limited dominated this segment

C&B equipment's

Growing broadband subscriber base. As on 30th June, 2016, the total number of telephone subscribers in the country was 1,059.86 million, covering wireless subscriber base of 1,035.12 million and wire line subscriber base of 24.74 million, respectively

E – Waste Management

Increasing Adoption of Electronic Waste Management Scheme supported by the regulatory framework has improved the electronics sector to a large extent

Major Contributors to Employment

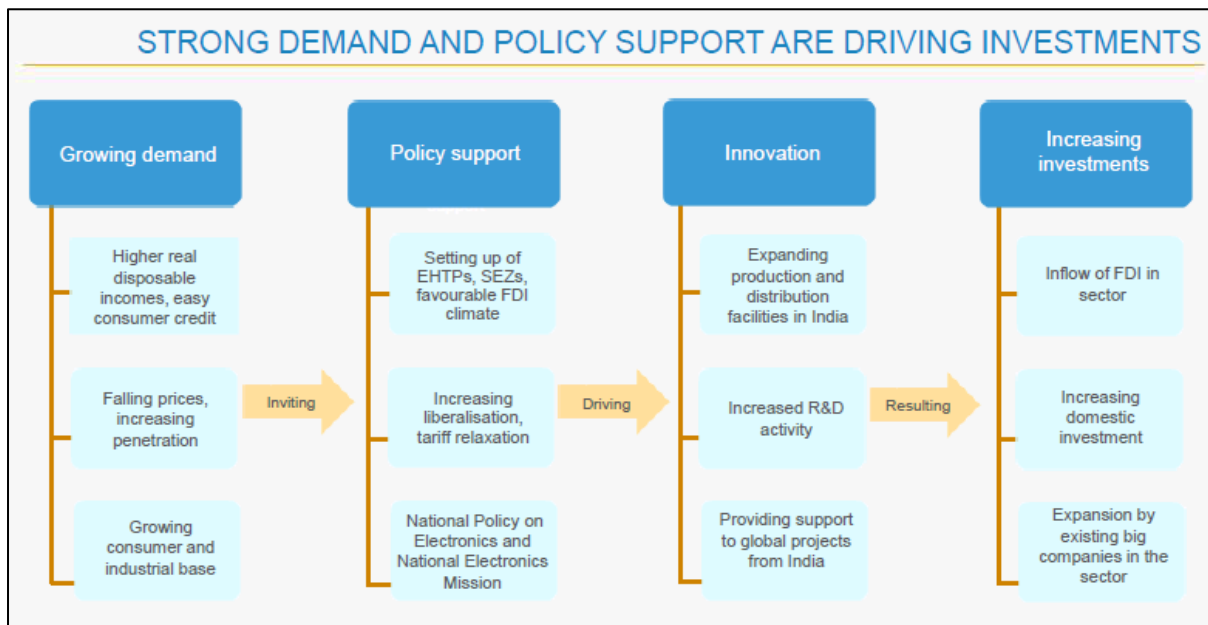
Major segments such as Consumer Electronics, Telecom Equipment, and IT Hardware can be major contributors to employment

Increasing Consumption and potential for production

Increasing PFCE on Recreational and Educational services and Home appliances are expected to contribute to the rise in consumption and production of Electronics and IT Hardware. Growth of 17 per cent is expected with major contributors being Consumer Electronics, Telecom and computers

(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

STRONG DEMAND AND POLICY SUPPORT ARE DRIVING INVESTMENTS



(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

MULTIPLE FACTORS FAVOUR INVESTMENT IN ELECTRONICS

Growing customer base

Market for electronics is expected to expand at a CAGR of 66.1per cent during 2015–20. The demand for electronics hardware in India is projected to increase to USD139 billion by 2018

Incentives and concessions under schemes

Export Oriented Unit (EOU) Scheme, Electronics Hardware Technology Park (EHTP) Scheme, Software Technology Park (STP) Scheme and EOU/EHTP/STP Schemes

Targeted reduction in import bill

Domestic electronic production accounts for around 45.0 per cent of the total market demand. Therefore, in order to reduce the import bill, the government plans to boost the domestic manufacturing capabilities and is considering a proposal to give preference to Indian electronic products in its purchases

Increasing penetration in the consumer durables segment

Consumer durables market in India is characterised by low penetration in various product segments, viz. 1.0 per cent in microwaves, 3.0 per cent in ACs, 16.0 per cent in washing machines, 18.0 per cent in refrigerators, etc. Higher disposable incomes are leading to realisation of penetration potential in various product segments, especially in rural areas

Policy and investment support

To compliment the targeted reduction in import bill, the government has proposed a minimum investment of USD555.0 million for semiconductor manufacturing plants and USD222.0 million for ecosystem units. This is considered a major step toward attracting foreign companies to set up manufacturing facilities in India. In Union Budget 2016 – 17, inputs, parts, components & subparts for manufacturing of charger/adaptor, battery & wired handsets/speakers of mobile phones are fully exempted from Basic Customs Duty (BCD), Counter Veiling Duty (CVD) and Special Additional Duty (SAD)

(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

ADVANTAGE INDIA

Growing demand

Demand from households is set to accelerate given rising disposable incomes, changing lifestyles, and easier access to credit. Government and corporate spending will also contribute to growth in demand

Attractive opportunities

The electronics market is expected to expand at a CAGR of 41.4 per cent during 2016–20. Intended reduction in government's import bill is likely to boost domestic electronics manufacturers.

Higher Investments

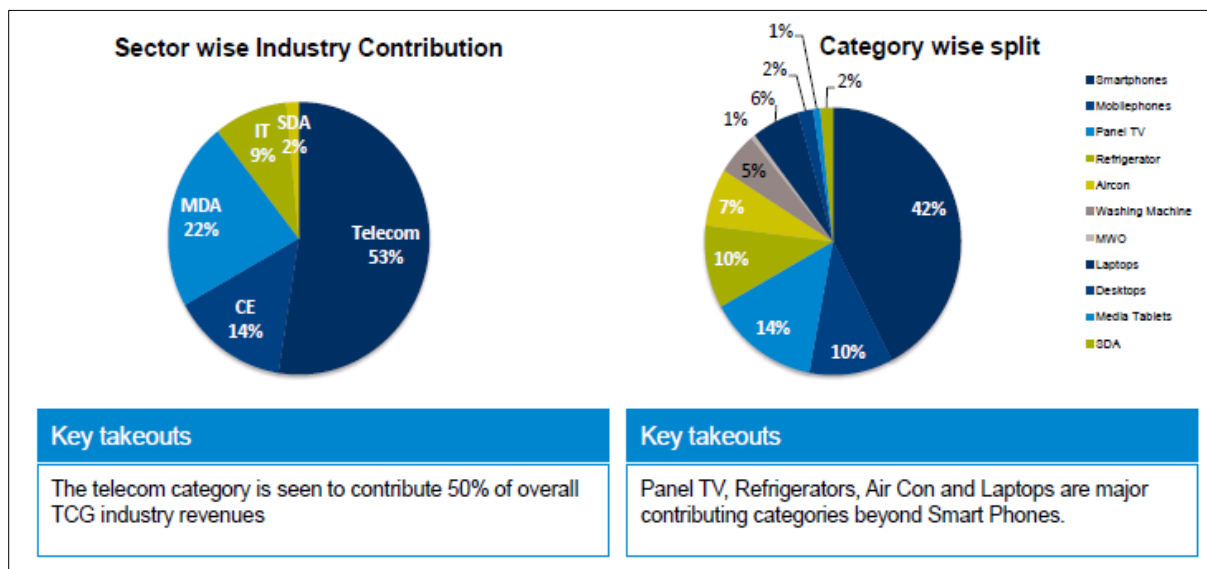
Sector has attracted strong investments in the form of M&As and other FDI inflows. Companies are set to augment investments in production, distribution and R&D in the next few years. Government has received investment proposals for USD17.5 million for which they intend to provide incentives under M-SIPS scheme. Applications received before July, 2020 will be considered.

Policy support

100 per cent FDI allowed in the electronics hardware manufacturing sector under the automatic route. Initiatives like Modified Special Incentive Package Scheme(M-SIPS) will provide a capex subsidy of 20 – 25 per cent. As per Make in India Initiative, Electronic Development Fund Policy has been approved which would rationalise an inverted duty structure.

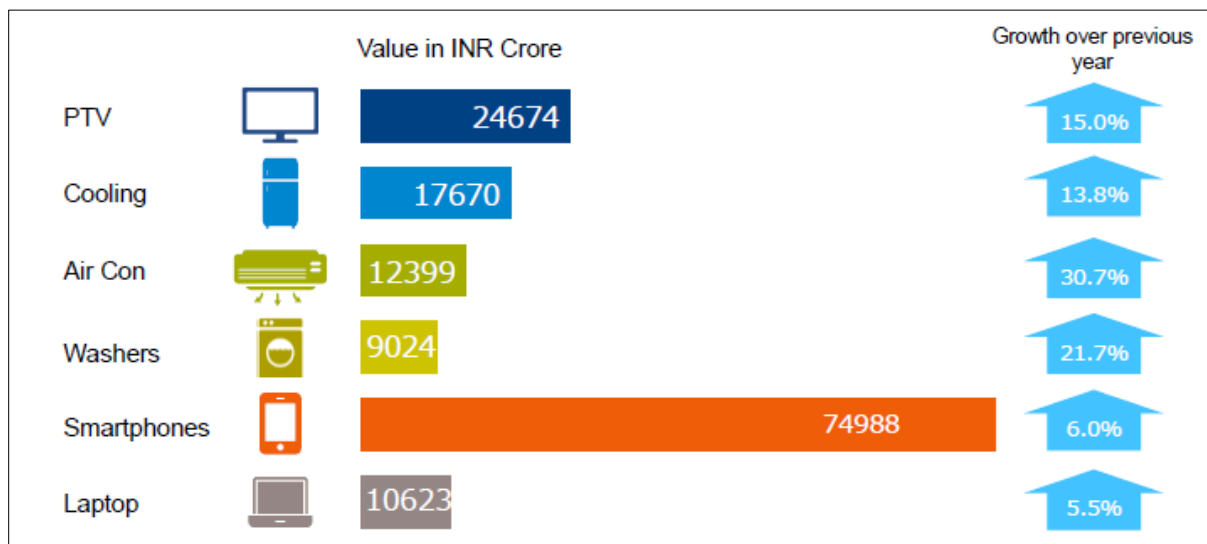
(Source: Indian Electronics Industry January 2017 India Brand Equity Foundation, www.ibef.org)

TECHNICAL CONSUMER GOODS INDUSTRY OVERVIEW



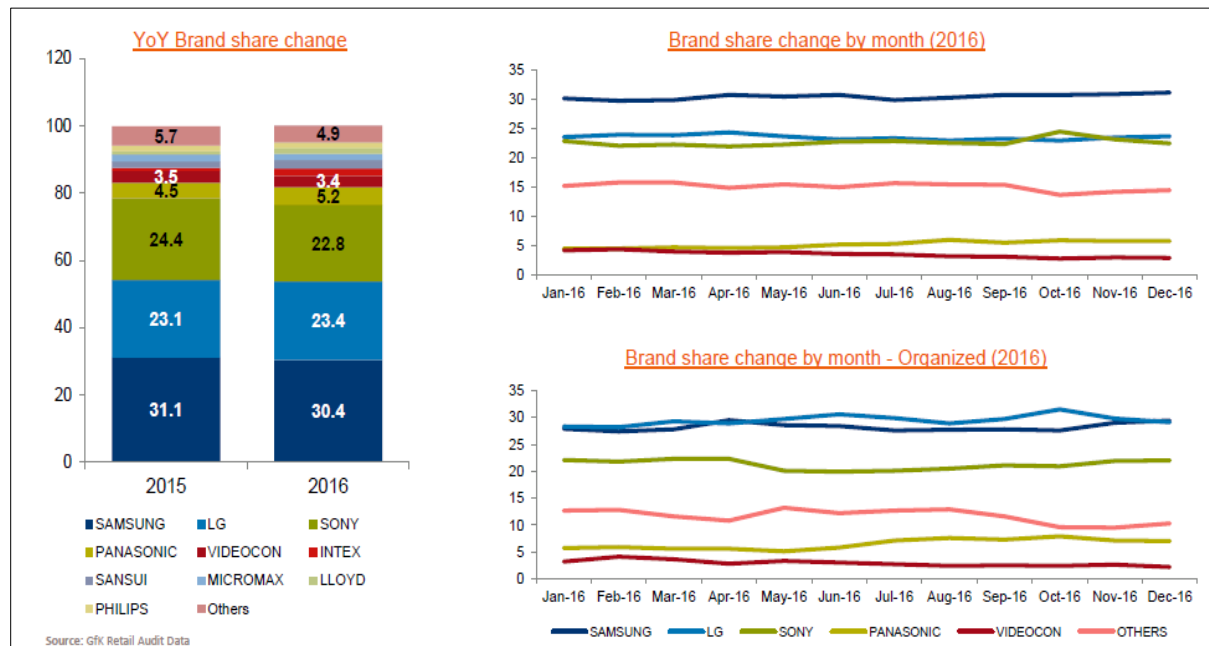
(Source: Turning Research into smart business decisions, Growth from Knowledge, www.gfk.com)

GLANCE IN THE TOP CATEGORIES: MARKET SIZING



(Source: Turning Research into smart business decisions, Growth from Knowledge, www.gfk.com)

BRAND SHARE CHANGE



(Source: Turning Research into smart business decisions, Growth from Knowledge, www.gfk.com)

OUR BUSINESS

OVERVIEW

Incorporated in 2004, our Company is engaged in the business of distribution of IT products, Imaging, Lifestyle and Telecom products. The registered office of our Company is situated at Boriwali, Mumbai. We also operate out of our 20 branches covering the geographical territories of the country.

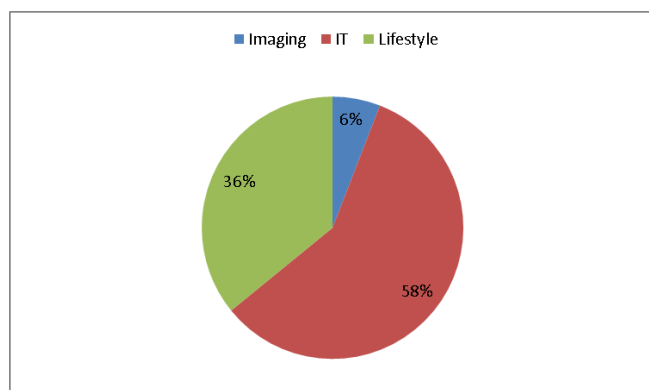
Our Company commenced its operations with distribution of IT products. We started with distribution of Microsoft hardware, Epson Printers, AOC TFT Monitor and continued adding newer products/brands to our portfolio, which is evident from the turnover achieved of Rs 19878.68 lakhs during the financial year 2015-16 as compared to turnover of Rs 18462.27 lakhs during the financial year 2014-15.

Engaged in distribution business, our Company has partnered with a number of renowned brands for distribution in the country such as Adata Technology Co Limited, Shanghai Liwei Electronics Co Limited, Creative Technology Limited, Rapoo Technologies Limited, CISCO Consumer Products PTE Limited, Nedis BV, Lino Manfrotto + Co S.p.a, Transcend Information Inc, ViewSonic International Corporation, Cloudtail India Private Limited, Olympus Corporation, Belkin Inc, Zioncom (Hong Kong) Technology Limited, TPV Technology India Private Limited, Apple India Private Limited, Sennheiser Electronics India Private Limited, Gopro Cooperatief U.A. and Samsung India Electronics Private Limited specialising in IT, Lifestyle, Imaging and telecom products. Ours is a broad based distribution model which is based on multiple products and multiple brand strategy. The focus is to capture a considerable market share in each of the product categories. This helps us make our offering complete to our channel partners. It also spreads our market risks arising out of fluctuation in the market shares of various brands besides helping us to achieve economies of scale.

Our Company operates in the indirect sales model and we play the role of supply chain consolidator between several IT manufacturers and many IT channel partners. We operate with a dealer network of around 6,000 dealers. We act on a principal to principal basis, purchasing in bulk from the vendors and further down selling them to resellers/sub-distributors/ system integrators and retailers. We purchase from vendors and sell only to channel partners who are typically corporate resellers, retailers and systems integrators.

Our Company is engaged in providing distribution services of both volume business and value business products. Products which fall in the volume business segment are typically fast moving high volume products of leading brands in respective product category such as AOC/Samsung monitors etc. Since the product / brands are well established, the distributors mainly play a connecting role while the primary responsibility for demand generation lies with the vendor. We support the vendor's demand generation activities through trade marketing. The key deliverables here are logistics and inventory management, credit and delivery at cost effective prices to the customers. Volume business require stocking across branches and is working capital intensive. Products which fall in value business segment are typically high end, high value products. These are sold as part of entire package to corporates / individuals which would enable them to have a complete IT solution. The selling cycles are longer and many solutions require products from multiple brands. Our Company also provides value added services to vendors and customers of value businesses segment.

Engaged in distribution of IT products, Imaging, Lifestyle and telecom products, our Company has recorded turnover of Rs 11567.05 lakhs in IT products, Rs 1170.87 lakhs in Imaging products and Rs 7124.38 lakhs in Lifestyle and telecom products.

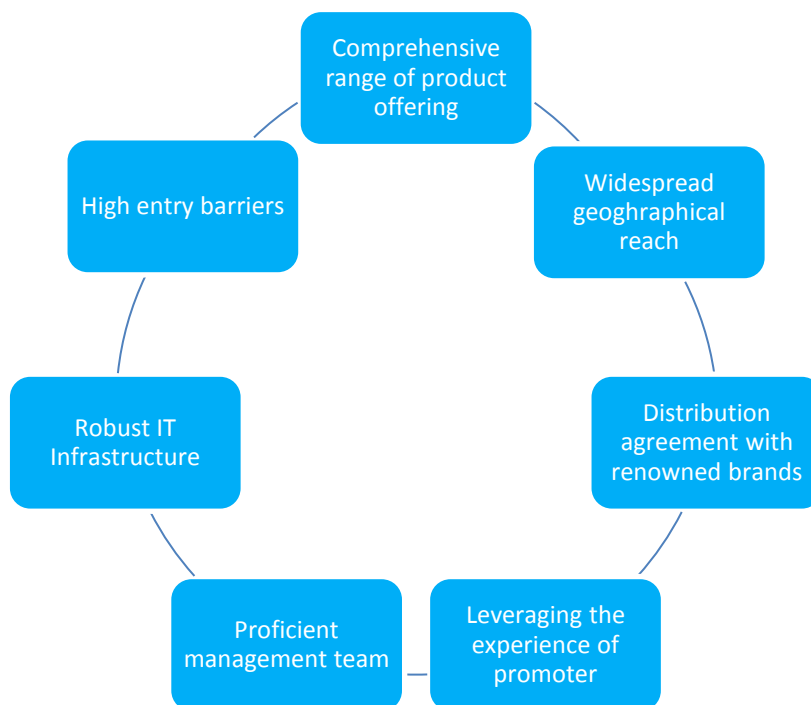


Our Product Portfolio

Details of vendors and products distributed by us are given in the following table:

Vendor	Product Category
ADATA	Memory, Storage
AOC	Monitors & TV
BANDRIDGE	Cables, Headphones
BEATS	Headphones
BELKIN	Accessories, Routers, Surge, Car Chargers, Cooling Pad
DATA COLOR	Imaging products
GITZO	Backpack
GOPRO	Cameras
MANFROTTO	Tripods, Mini Tripods, Monopod, Backpack
NET PROTECTOR	Software
NZXT	Cabinets
OLYMPUS	Cameras, Lenses, Binoculars
PHILIPS	Television
PHILIPS SIGNAGE	Monitors
PHOTOFAST	Iphone Memory
PRINTRONIX	Printers
RAPOO	Keyboards, Mouse, Headphones, powerbank
SAMSUNG	Monitors
SENNHEISER	Headphones
SKYWORTH	Television
TOTOLINK	Networking products
TRANSCEND	Memory, Storage
VIEWSONIC	Projectors, 3D Glass

OUR COMPETITIVE STRENGTHS



1. Comprehensive range of product offering

We offer entire range of IT products like peripherals, printers, supplies (cartridges), PC components (monitors, hard disk, CD writers, CD ROMS), storage offered by multiple vendors. In addition, we also supply imaging products and lifestyle products. This wide spectrum of products offered from multiple vendors helps us to achieve economies of scale and provide customers a single sourcing point.

2. Widespread geographical reach

Our Company has around 20 branches along with central warehouse at Bhiwandi, Thane covering the geographical territories of the country and serving customers on a PAN India basis. Our sales offices, headed by the branch managers, undertake the function of building and sustaining channel partner relationships. All the offices are connected on line with the central server at corporate office.

The region wise distribution of our offices is given below:

Regions	Location where office are situated	Total no. of offices in the region
North	Delhi, Jaipur, Lucknow, Ludhiana, Chandigarh, Faridabad	6
East	Kolkata	1
West	Mumbai, Ahmedabad, Goa, Nagpur, Pune, Indore, Raipur, Aurangabad	9
South	Chennai, Bangalore, Cochin, Secunderbad	4
	Total	20

Our Company has also entered into Logistics Services and Inventory Management Agreement with Jayem Warehousing Private Limited for providing inventory management, distribution and other

related logistics services to our Company. This ensures easy accessibility of products to customers and higher penetration in the market.

3. Distribution agreements with renowned brands

Engaged in distribution business, our Company has partnered with a number of renowned brands for distribution in the country such as Adata Technology Co Limited, Shanghai Liwei Electronics Co Limited, Creative Technology Limited, Rapoo Technologies Limited, CISCO Consumer Products PTE Limited, Nedis BV, Lino Manfrotto + Co S.p.a, Transcend Information Inc, ViewSonic International Corporation, Cloudtail India Private Limited, Olympus Corporation, Belkin Inc, Zioncom (Hong Kong) Technology Limited, TPV Technology India Private Limited, Apple India Private Limited, Sennheiser Electronics India Private Limited, Gopro Cooperatief U.A. and Samsung India Electronics Private Limited specialising in IT, Lifestyle, Imaging and telecom products.

4. Leveraging the experience of our Promoter

Our Company is promoted by Ketan Patel, having an experience of around 19 years in the field of distribution business. He holds a degree in Management Programme for Entrepreneurs and Family Businesses from Indian Institute of Management, Bangalore. His expertise lies in business development, business strategy, product marketing, business planning, key account management, team management, sales management, entrepreneurship, strategic planning, channel expertise and competitive analysis. He monitors the operations and the overall functioning of the company. With a sound experience backed by educational qualifications, it is the vision and dedication of our Promoter which has paved the growth path of our Company

5. Proficient Management Team

Our Promoter has an experience of around 19 years in distribution industry. Our senior management team are well verse with the industry and business undertaken by our Company. Our Company also imparts time to time basis training to improve the skills of the employees. We strongly believe that the success of our organization lies in the efforts of our human resources. The vision, prudence and dynamism of our management enables us to discover and capitalize on new opportunities and accordingly gives us a competitive footing in our industry.

6. Robust IT infrastructure and sophisticated management information systems

IT infrastructure and management information system is one of the most fundamental competency of any large distribution company. Our system is customised to address our unique requirements and it gives us competitive edge in the market. It is a scalable system with capability to handle voluminous transaction loads in terms of orders, customers and products. It can be configured easily to changing business requirements and provides real time information to operating managers to take timely and accurate decisions.

7. Strong Dealer/ distribution network

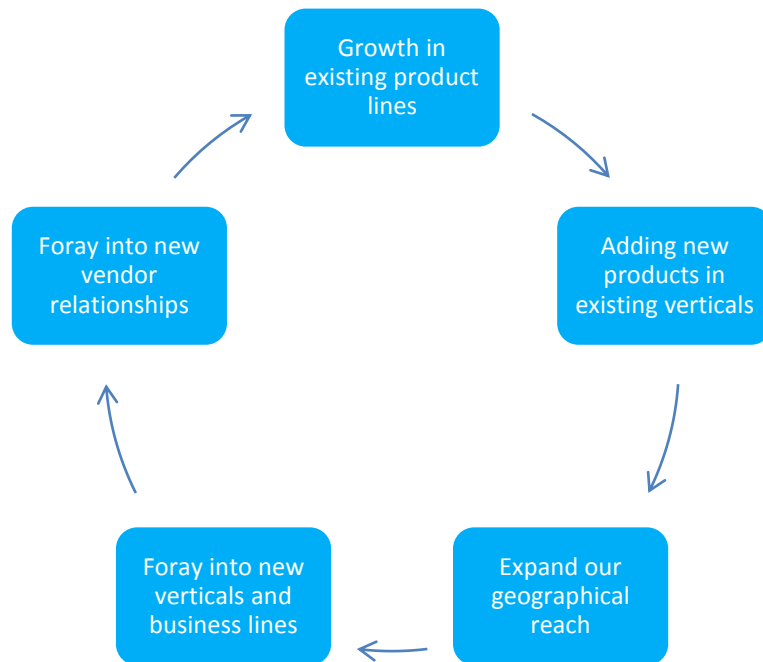
Engaged in the business of distribution of IT products, Imaging, Lifestyle and telecom products, our Company operates through a network of around 6,000 dealers/ distributors. Our Company has around 20 branches along with a centralised warehouse at Bhiwandi, Thane covering the geographical territories of the country and serving customers on a PAN India basis.

8. High Entry barriers

IT distribution industry is a highly competitive industry and is characterized by high entry barriers. IT distribution business is a highly working capital intensive and require adequate amount of resources to purchase the goods by availing cash discounts, offering credit to the resellers keeping optimum stock of inventory, managing credit cycles and maintaining optimum levels of working capital. Relationship with vendors also plays a key role in entering into the distribution business Vendors usually prefer distributors who have technical knowledge and expertise in the geographies they cover. A distributor is required to set up a number of sales offices and warehouses. Further, the distributor needs to have a

strong infrastructure and IT support in order to co-ordinate activities of those offices and warehouses on a real time basis. Setting up this network and requisite infrastructure requires heavy capital investments and considerable IT knowledge.

OUR BUSINESS STRATEGY



6. Growth in the existing product lines

Our objective is to grow with the market in most of our current product lines in which we operate while adding newer value offerings to our customers and vendors. We plan to achieve this by supporting existing vendors in their efforts to expand their market share and by partnering with new vendors in the products which we distribute currently.

7. Adding new products in the existing verticals

We continuously keep track of products which have good market potential and intend to include them in our portfolio. We believe that this would help us to keep our portfolio balanced and spread our vendor/product risk. We would seek product lines which have better scope for value addition and therefore offer us higher than average margins. With no dependence on any single product, our business strategy is to add diversified products and brands in our existing product portfolio. Our portfolio includes products from different brands to further get a revenue mix rather than being revenue dependant on one.

8. Expand our geographical reach

Our Company has around 20 branches along with centralised warehouse at Bhiwandi, Thane covering the geographical territories of the country and serving customers on a PAN India basis. We intend to further widespread our geographical reach and reach out to further remote areas.

9. Foray into new verticals and business lines

We believe that the core competencies we have developed in IT distribution can be replicated in other verticals. The competencies like logistics services, inventory management, order fulfilment, credit management, information systems and channel management are common services required irrespective of the industry.

10. Foray into new vendor relationships

Our Company has entered into distribution agreements with renowned brands for distribution in the country. We believe that there are significant opportunities for additional growth within our existing client base and by adding new client base in the existing partnership portfolio of brands. We intend to leverage our domain expertise, understanding of our target industry and close relationship with our clients to expand the scope of current services as well as provide services in new areas and businesses.

OUR BUSINESS PROCESS

Distribution business is a working capital intensive business. Inventory management and receivables management play a key role in managing the working capital. Efficient management of working capital determines the success in our business. In addition, in the IT product distribution where there is rapid technological obsolescence, managing the above parameters assumes even more criticality.

We adhere to the following practices, to address the above-mentioned issues of inventory and accounts receivable management.

Inventory management: As a part of our inventory management process, the branches, which are in direct touch with the customers/market, give the demand projection for various products. These projections are continuously updated and consolidated at the corporate level. The business manager, at our corporate office at Mumbai, uses consolidated product-wise demand projection to place orders with vendors. As an integral part of our risk management procedure, the order is reviewed seamlessly using our organisational expertise built over the time, prior to releasing the same with vendors.

In IT product distribution business, many vendors have a price protection mechanism in place for stocks with the distributors in case of any price reductions announced by vendors for existing products. These usually apply for stocks lying with the distributors which have been purchased within a specified period of time. This mechanism, to a large extent, protects the distributors from the price reduction risk.

We have a process to continuously monitor the ageing of stocks. Norms are placed on the extent of over-ageing of stocks which are carried on the basis of product category. In addition, we have defined processes for physical verification of stocks. At the warehouse level, periodical physical verifications are carried out by an internal team from finance department. Each of our 20 branch offices gets audited periodically from HO team to physically verify the stock, to report deviations, if any, and to ensure that the warehouses adhere to the set process of stock keeping;

Accounts receivables management: We have over 5000 channel partners registered with us and majority of them enjoy credit facility depending upon our assessment of their creditworthiness. We have an adequate credit assessment system which takes into account various parameters and then assigns a credit limit to each dealer. Dealer accounts are reviewed and monitored on a periodic basis. We provide customized credit offering depending upon the requirement of the customers. Our credit offerings are highly valued by our customers since they enhance their capacity to access large business which they would not other wise be able to access and it also enhances their return on investment. We have a credit team spread across the country, which effectively manages our credit risk.

SWOT ANALYSIS:

Strengths	Opportunities
• Partnership with renowned brands • Experienced Management • Wide Range of Products • Wide geographical presence • Inventory management	• Introduction of GST • New range of Products • Increasing digital awareness • High entry barriers

Weakness	Threats
• High Working Capital cycle • Dependency on brand of vendors • Obsolescence of technology	• Competition from organised and unorganised players • Termination or non renewal of Distribution agreement with vendors

COLLABORATIONS/ TIE UPS/ JOINT VENTURES

As on date of this Draft Red Herring Prospectus, our Company has not entered into any collaboration / Tie Ups / Joint Ventures.

COMPETITION

We face competition from various domestic and international players. There are also many unorganized and fragmented, small and medium-sized companies and entities. Among listed companies, we face competition from the below:

List of competitors

- Redington (India) Limited
- Compuage Infocom Limited

END USERS

Our business model is primarily a B2B model wherein we sell goods to distributors who further sell them to end users since we have such a diverse product offering, our end users also belong to different industrial sectors.

SALES AND MARKETING STRATEGIES

The efficiency of the marketing and sales network is critical success of our company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. Our Company endeavours to enter into distribution agreement with new partners and also introduce new distributors to further market our products in remote geographical areas where our presence is still untouched and also establish new branch offices to provide direct customer services. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. We believe our relationship with the clients is established as we receive repeat order flows. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of customers. We intend to expand our existing customer base by reaching out to other geographical areas. Our marketing team is ready to take up challenges so as to scale new heights.

INSURANCE

Our insurance policies are subject to customary exclusions and deductibles. We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage maintained. We maintain insurance policies in respect of our operations. We maintain Inland insurance and standard fire and special perils policy providing risk cover against earthquake, STFI, Terrorism.

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our Registered Office and Corporate Office situated at Mumbai, Maharashtra is well equipped with computer systems, internet connectivity, other communications equipment, security and other facilities, which are required for our business operations to function smoothly. Our branch offices are

also equipped with requisite utilities and infrastructure facilities which also include the following basic requirements, such as:

Power

Our Company meets its power requirements by purchasing electricity from Reliance Energy.

Water

Our water requirement is very low; our Company requires water for drinking and other office use. We meet our water requirements for our registered office by purchasing the same from private water suppliers based in areas close to our units/offices.

EXPORT AND EXPORT OBLIGATION

Our Company does not have any export obligation as on the date of filing this Draft Red Herring Prospectus.

HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As on December 31, 2016 we have 105 employees on payroll. Our manpower is a prudent mix of experienced and youth which gives us the dual advantage of stability and growth. Our work progress and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Our Company also imparts behavioural, technical and on the job training to our employees. Technical trainings are mandated by the vendor whenever the employees have to deal with pre technical or post technical issues. Training calendars are set by the vendors and nominated employees from our Company attends the program and obtain a feedback on the completion of the program.

INTELLECTUAL PROPERTY

Our Company has entered into Trademark License agreement with Honeywell International Inc for using its registered trademark “Honeywell” for a period of 5 years commencing from December 04, 2015 till December 31, 2020 and has agreed to pay royalty on the net sales achieved using the same brand name as mentioned in the agreement.

We have applied for registration of the following Trademarks with Trademarks Registry, Government of India. The details of trademark applications are as under:

Sr No	Description	Trademark Type & Mark	Applicant	Applicant Number	Date of Filing	Class	Status
1		Device	Creative Peripherals and Distribution Private Limited	3465726	January 25, 2017	42	Objected

As on the date of this Draft Red Herring Prospectus, our Company does not have any other intellectual property.

LAND AND PROPERTY

Our registered office is situated at B-215, Mandpeshwar Industrial Premises Co-op. Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W) Mumbai- 400092, Maharashtra, India.

The Registered office is taken on lease from Purvi Patel for periods of 3 years vide lease agreement dated January 01, 2017. In addition, our, sales and marketing and administration offices are located in various location across India.

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Prospectus, the Companies Act, 1956 / the Companies Act, 2013, We are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in business of distribution of renowned brands specializing in IT, lifestyle, imaging and telecom product industry. Taxation statutes such as the I.T. Act, and applicable Labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page 233 of this Draft Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

Anti-Trust Laws

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and The Companies Act, 2013

The consolidation and amendment in law relating to Companies Act, 1956 made way to enactment of Companies Act, 2013. The Companies act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time

being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lay down conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

EMPLOYMENT AND LABOUR LAWS

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

Employees' State Insurance Act, 1948 (the "ESI Act")

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. This Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year covered to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 (“MWA”) came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1976

The Equal Remuneration Act 1976 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against Female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Inter-State Migrant Workmen (Regulation of Employment And Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing inter-state migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor is to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

Industrial Disputes Act, 1947 (“ID Act”) and Industrial Dispute (Central) Rules, 1957

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment

TAX RELATED LEGISLATIONS

Value Added Tax (“VAT”)

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

Andhra Pradesh Value Added Tax Act, 2005

The tax under this Act will be levied on every dealer registered or liable to be registered as a VAT dealer shall be liable to pay tax on every sale of goods in the State at the rates specified in the Schedules. Every dealer, who is liable to pay tax on the sale of goods in Schedule VI shall be eligible for input tax credit subject to the conditions in Section 13 of this Act. As per the Act, A VAT dealer shall be entitled to claim:-

- (a) input tax credit under sub-section (1), on the date the goods are received by him, provided he is in possession of a tax invoice;
- (b) input tax credit or sales tax credit under sub-section (2), on the date of registration, provided he is in possession of documentary evidence therefore.

Every dealer other than casual dealer is liable to be registered in accordance with the provisions of the Act. Every dealer whose taxable turnover exceeds Rs. 40,00,000/- is liable to be registered as VAT dealer before the commencement of the business. Upon registration, the dealer is issued Taxpayer Identification Number (TIN).

Chhattisgarh Value Added Tax Act, 2005

The Chhattisgarh Value Added Sales Tax Act, 2003 is an Act to levy tax on Sales and Purchases of goods in the State of Chhattisgarh. The term business is defined u/s. 2 (d) as any trade, commerce, manufacture or any adventure or concern in the nature of trade, commerce or manufacture, whether or not such trade, commerce, manufacture, adventure or concern is carried on with a motive to make gain or profit and whether or not any gain or profit accrues from such trade, commerce, manufacture, adventure or concern and irrespective of the volume, frequency, continuity or regularity of such trade, commerce, manufacture, adventure or concern; and any transaction of sale or purchase of goods in connection with or incidental or ancillary to the trade, commerce, manufacture, adventure or concern as mentioned above. The term “dealer” is defined u/s. 2 (g) and the liability of a dealer is encompassed in Chapter III of the Act. Under section 4 (1) Every dealer whose turnover during a period of twelve months immediately preceding the commencement of this Act exceeds the prescribed limits which shall not exceed rupees five lacs, shall from such commencement be liable to pay tax under this Act in respect of sales or supplies of goods effected by him in Chhattisgarh. Different limits may be prescribed for different category of dealers.

(2) Every dealer to whom sub-section (1) does not apply shall be liable to pay tax under this Act in respect of sales or supplies of goods effected by him in Chhattisgarh with effect from the date on which his turnover in a year first exceeds the limit prescribed under in the said sub-section but for the purpose of assessment of the tax for that year, only so much of his turnover as is in excess of such limit, shall be taken into consideration.

Delhi Value Added Tax Act, 2004

The Delhi Value Added Tax Act, 2004 is an act to consolidate and amend the law relating to levy of tax on sale of goods, tax on transfer of property involved in execution of works contracts, tax on transfer of right to use goods and tax on entry of motor vehicles by way of introducing a value added tax regime in the local areas of the National Capital Territory of Delhi. An elaborative definition of

the term dealer is contained in section 2 (j) of the Act. Under section 3 (1) of the Act, Subject to other provisions of the Act, every dealer who is –

(a) registered under this Act; or

(b) required to be registered under this Act; shall be liable to pay tax calculated in accordance with this Act, at the time and in the manner provided in this Act. The rates of tax to be levied are under section 4 of the Act. Tax shall be paid in the manner specified in section 36 of this Act. Section 6 deals with those sales which are exempt from tax.

Goa Value Added Tax Act, 2005

This Act provides for and consolidates the law relating to the levy of value added tax on sale of goods in the state of Goa. In this act, unless the context otherwise requires any occasional transaction in the nature of trade, commerce, manufacture, adventure or concern whether or not there is volume frequency, continuity or regularity of such transaction whether or not trade, commerce, or transaction is effected with a motive to make gain or profit accrues from such trade, commerce, manufactures, adventure, concern or transaction. The sale of any property which is under construction is liable to value added tax (VAT). The builders are expected to extract this VAT in addition to service tax. The amount of this VAT could be included in this agreement. Every dealer whose turnover of all sales made during:

- i) the year ending on the 31st day of March of the year preceding the year in which this Act is enforced; or
- ii) the year commencing on the 1st day of April of the year during which this Act is enforced;

has exceeded or exceeds the relevant limit as specified shall until such liability ceases under sub-section (3), be liable to pay tax under this Act on his turnover of sales, made, on or after the appointed day. Provided that, a dealer to whom clause (i) above does not apply but clause (ii) applies and whose turnover of all sales first exceeds the relevant limit specified after the appointed day shall not be liable to pay tax in respect of sales which take place upto the time when his turnover of sales, as computed from the first day of the year during which this Act is enforced, does not exceed the relevant limit applicable to him under sub-section (4).

Gujarat Value Added Tax Act, 2003

Gujarat Value Added Tax, 2003 (GVAT Act) is made effective in the state of Gujarat from 1st April, 2006. On its implementation following Acts are repealed.

- The Gujarat Sales Tax Act, 1969,
- The Bombay Sales of Motor Spirit Taxation Act, 1958,
- The Purchase Tax on Sugarcane Act, 1989.

However provisions relating to pending assessment, appeals, recovery etc., under the above Acts will survive The basic requirement of charging tax under GVAT Act is that where any sale in the course of business is affected, in the State of Gujarat, VAT is payable under GVAT Act. Transactions made in the course of business only are covered under the GVAT Act.

Haryana Value Added Tax Act, 2003

A tax levied on collection of tax on sale or purchase of goods in the State of Haryana and matters incidental thereto. The term business includes any trade, commerce or manufacture, or any adventure or concern in the nature of trade, commerce or manufacture, whether or not such trade, commerce, manufacture, adventure or concern is carried on with a motive to make gain or profit and whether or not any gain or profit accrues from such trade, commerce, manufacture, adventure or concern; and (ii) any transaction, casual or otherwise, in connection with, or incidental or ancillary to, such trade, commerce, manufacture or concern. “Trade” includes trade of goods and services. The term ‘goods’

in context to this act means every kind of movable property, tangible or intangible, other than newspapers, actionable claims, money, stocks and shares or securities but includes growing crops, grass, trees and things attached to or forming part of the land which are agreed to be severed before sale or under the contract of sale

Maharashtra Value Added Tax Act, 2002

As per the provisions of MVAT, a dealer is liable to pay tax on the basis of turnover of sales within the State. The term dealer has been defined u/s. 2(8) of the Act. It includes all person or persons who buys or sells goods in the State whether for commission, remuneration or otherwise in the course of their business or in connection with or incidental to or consequential to engagement in such business. The term includes a Broker, Commission Agent, Auctioneer, Public Charitable Trusts, Clubs, Association of Persons, Departments of Union Government and State Government, Customs, Port Trusts, Railways, Insurance & Financial Corporations, Transport Corporations, Local authorities, Shipping and Construction Companies, Airlines, Advertising Agencies and also any corporation, company, body or authority, which is owned, constituted or subject to administrative control of the Central Government, any State Government or any local authority.

Kerala Value Added Tax Act, 2003

Dealer in reference to the Act means any person who carries on the business of buying, selling, supplying or distributing goods, executing works contract, delivering any goods on hire-purchase or on any system of payment by installments; transferring the right to use any goods or supplying by way of or as part of any service, any goods directly or otherwise, whether for cash or for deferred payment, or for commission, remuneration or other valuable consideration not being an agriculturist and includes: (a) a casual trader; (b) a commission agent, a broker or a del credere agent or an auctioneer or any other mercantile agent, by whatever name called, of such dealer; (c) a non-resident dealer or an agent of a non-resident dealer, or a local branch of a firm or company or association or body of persons whether incorporated or not situated outside the State; (d) a person who, whether in the course of business or not, sells (i) goods produced by him by manufacture or otherwise; or (ii) trees which grow spontaneously and which are agreed to be severed before sale or under the contract of sale; (e) a person who whether in the course of business or not: (i) transfers any goods, including controlled goods whether in pursuance of a contract or not, for cash or for deferred payment or for other valuable consideration; (ii) supplies, by way of or as part of any service or in any other manner whatsoever, goods, being food or any other articles for human consumption or any drink (whether or not intoxicating), where such supply or service is for cash, deferred payment or other valuable consideration. (f) a bank or a financing institution, which, whether in the course of its business or not sells any gold or other valuable article pledged with it to secure any loan, for the realization of such loan amount;

Karnataka Value Added Tax Act, 2003

An Act to provide for further levy of tax on the purchase or sale of goods in the State of Karnataka. This tax shall be levied on the sale or purchase of goods made after such date as the Government may, by notification, appoint and different dates may be appointed for different class or classes of goods. The definition of “dealer” is contained in section 2 (12). Section 3 states that

(1) The tax shall be levied on every sale of goods in the State by a registered dealer or a dealer liable to be registered, in accordance with the provisions of this Act.

(2) The tax shall also be levied, and paid by every registered dealer or a dealer liable to be registered, on the sale of taxable goods to him, for use in the course of his business, by a person who is not registered under this Act. Chapter II deals with the incidence and levying of tax.

Madhya Pradesh Value Added Tax Act, 2002

It is an act to levy tax on sale and purchase of goods in the state of Madhya Pradesh. As per Section 5 (1) The incidence of tax is on every dealer whose turnover during a period of twelve months

immediately preceding the commencement of the Act exceeds the prescribed limits, which shall not exceed rupees five lacs, shall from such commencement be liable to pay tax under this Act in respect of sales or supplies of goods effected by him in Madhya Pradesh. Different limits may be prescribed for different category of dealers. Every dealer to whom sub-section (1) does not apply shall be liable to pay tax under this Act in respect of sales or supplies of goods effected by him in Madhya Pradesh with effect from the date on which his turnover in a year first exceeds the limit prescribed under the said sub-section but for the purpose of assessment of the tax for that year, only so much of his turnover as is in excess of such limit, shall be taken into consideration. The tax shall be levied on goods specified in Schedule II, a tax at the rate mentioned in the corresponding entry in column (3) thereof and such tax shall be levied on the taxable turnover of a dealer liable to pay tax under this Act.

Punjab Value Added Tax Act, 2005

Previously, sales tax was being levied at a single point in the supply chain in Punjab. The Punjab VAT Act, 2005 is an act to provide for the levy and collection of value added tax and turnover tax on the sales or purchases of goods and for the matters connected therewith and incidental thereto, and for the repeal of the Punjab General Sales Tax Act, 1948. The Act applies to sale, lease, hire purchase and works contracts. The word “person” is defined u/s. 2 (t) and u/s. 2 (zo) “taxable turnover” means that part of gross turnover of sales or purchases, as may be determined after making such deductions from the gross turnover of sales or purchases, as are admissible under this Act or as may be prescribed, on which a person shall be liable to pay tax. Section 6 deals with the incidence of tax. Output tax is the amount of tax payable on sale of goods in Punjab by a Taxable Person to a consumer or a person registered under the Act. Input tax is VAT paid or payable under this Act by a Taxable Person to another Taxable Person on the purchase of taxable goods. These goods could be for resale or for use by the buyer in the manufacture or processing or packing of taxable goods in the State. Net Tax Payable = Total Output tax – input tax credit

Rajasthan Value Added Tax Act, 2003

The Rajasthan Value Added Tax Act, 2003 is an Act to consolidate and amend the law relating to the levy of tax on sale or purchase of goods and to introduce value added system of taxation in the State of Rajasthan. Section 2 (11) defines the term “dealer”. Section 3 of the RVAT Act deals with Incidence of tax i.e. who is liable to pay VAT. Importer of goods, manufacturer of goods with annual turnover of Rs 5 Lakhs and Trader of Goods having annual turnover exceeds Rs 10 lakhs are liable to pay VAT to Rajasthan. According to section 3(2), any dealer having turnover of less than Rs 75 lakhs can opt for a composition scheme and the Turnover for composition scheme is calculated after deducting the turnover of goods covered in Schedule 1 of RVAT Act (Exempted Goods). Composition Scheme means that dealer will not charge VAT from customer/buyer directly but will pay the percentage of turnover as fee in place of the VAT.

Tamil Nadu Value Added Tax Act, 2006

The Tamil Nadu Value Added Tax Act, 2006 is an Act to consolidate and amend the law relating to the levy of tax on the sale or purchase of goods in the State of Tamil Nadu. The Act has come into force from 1st January 2007. The definition of “dealer” is under section 2 (15) of the Act. Chapter 2 deals with the incidence and levying of tax. According to section 3 (1) (a) Every dealer, other than a casual trader or agent of a non-resident dealer, whose total turnover for a year is not less than rupees five lakhs and every casual trader or agent of a non-resident dealer, whatever be his total turnover, for a year shall pay tax under this Act. 1 (b) Notwithstanding anything contained in clause (a), every dealer, other than a casual trader or agent of a non-resident dealer, whose total turnover in respect of purchase and sale within the State, for a year, is not less than rupees ten lakhs, shall pay tax under this Act.

Uttar Pradesh Value Added Tax Act, 2008

The Uttar Pradesh Value Added Tax Act, 2008 is an act to provide for introducing Value Added System of taxation for the levy and collection of tax on sale or purchase of goods in the State of Uttar

Pradesh and for matters connected therewith and incidental thereto. The definition of dealer is under 2 (h) and “exempt goods” means any of the goods mentioned or described in column 2 of the Schedule-I. Chapter II deals with the levying of tax.

West Bengal Value Added Tax Act, 2003

West Bengal Value Added Tax, 2003 (WB VAT Act) was made effective in the state of West Bengal from 27th December, 2004. Goods which are governed by the WB VAT Act, shall not be governed by West Bengal Sales Tax Act, 1994. However, any liability or obligation acquired, any penalty imposed, any investigation initiated, any proceedings pending under the latter, in respect of any transaction effected before 27th December, 2004 or in respect of any action relating to such transaction, shall remain unaffected by the provisions of the WB VAT Act and shall survive. The basic requirement of charging tax under WB VAT Act is that where any sale or purchase in the course of business is affected, in the State of West Bengal, VAT is payable under WB VAT Act. Transactions made in the course of business only are covered under the WB VAT Act. The basis of levy of tax is the value added to such goods at each stage of sale of such goods and on purchases of certain goods in West Bengal in specified circumstances. In order to comply with the provisions of the WB VAT Act, the Company needs to follow the procedures laid down under the West Bengal Value Added Tax Rules, 2005.

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5th / 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Central Sales Tax Act, 1956 (“CST”)

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) When a sale or purchase takes place outside a State (c) When a sale or purchase takes place in the course of imports into or export from India, to provide for Levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

The Central Excise Act, 1944

The Central Excise Act, 1944 (“Central Excise Act”) consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty

of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

OTHER LAWS

Shops and establishments laws in various states

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

ENVIRONMENTAL LEGISLATIONS

The Environment Protection Act, 1986 ("Environment Protection Act")

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

National Environmental Policy, 2006

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance

- Enhancement of resources for Environmental Conservation

INTELLECTUAL PROPERTY LEGISLATIONS

In general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 (the “**Trade Marks Act**”) provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

OTHER LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and licence to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade (DGFT) for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offence or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of all the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to

the export and import of goods in India. This policy is regulated under the said act. Director General of Foreign Trade (herein after referred to as DGFT) is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

Foreign Exchange Management Act, 1999

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999("FEMA") and the rules and regulations promulgated there under. The act aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2016 ("FDI Policy 2016"), which with effect from June 7, 2016, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. Further, DIPP has issued Press note 5, dated June 24, 2016 which introduces few changes in FDI Policy 2016. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2016 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India ("RBI") also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July

01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2016, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

BRIEF HISTORY AND CORPORATE PROFILE

Our Company was originally incorporated as “Creative Pheripherals and Distribution Private Limited” at Mumbai, Maharashtra, as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 22, 2004 Corporate Identification Number U52392MH2004PTC148754 issued by Registrar of Companies, Mumbai, Maharashtra. Later on June 15, 2005 name of our Company was changed to “Creative Peripherals and Distribution Private Limited” and was issued a new Certificate of Incorporation consequent on change of name by Registrar of Companies, Mumbai, Maharashtra. Subsequently our Company was converted in to a public limited company pursuant to special resolution passed by the members in the extraordinary general meeting held on February 22, 2017 and fresh certificate of incorporation dated March 1, 2017 was issued and the name of our Company was changed to ‘Creative Peripherals and Distribution Limited’. The Corporate Identification Number of our Company is U52392MH2004PLC148754

Ketan Patel is the promoter of our Company. Ketan Patel and Purvi Patel were the initial subscribers to the Memorandum of Association of our Company subscribing 5,000 equity shares each.

Our Company is engaged in the business of distribution of IT products, Imaging, Lifestyle and telecom products. We started with distribution of Microsoft hardware, Epson Printers, AOC TFT Monitor and continued adding newer products/brands to our portfolio, which is evident from the revenue growth in past 5 years and achieved turnover of more than Rs 198.78 lakhs during the financial year 2015-16.

Our Company operates in the indirect sales model and we play the role of supply chain consolidator between several IT manufacturers and several thousand IT channel partners. We act on a principal to principal basis, purchasing in bulk from the vendors and further down selling them to resellers/sub-distributors/ system integrators and retailers. We purchase from vendors and sell only to channel partners who are typically corporate resellers, retailers and systems integrators.

Our Company is engaged in providing distribution services of both volume business and value business products. Products which fall in the volume business segment are typically fast moving high volume products of leading brands in respective product category such as AOC/Samsung monitors etc. Since the product / brands are well established, the distributors mainly play a connecting role while the primary responsibility for demand generation lies with the vendor. We support the vendor’s demand generation activities through trade marketing. The key deliverables here are logistics and inventory management, credit and delivery at cost effective prices to the customers. Volume business require stocking across branches and is working capital intensive. Products which fall in value business segment is typically high end, high value products. These are sold as part of entire package to corporates / individuals which would enable them to have a complete IT solution. The selling cycles are longer and many solutions require products from multiple brands. Our Company also provides value added services to vendors and customers of value businesses segment.

For information on our Company’s profile, activities, market, services, etc., market of each segment, exports, standing of our Company in comparison with prominent competitors, with reference to its services, management, managerial competence, technology, market, major customers, environmental issues, geographical segment, etc. wherever applicable, please refer to this chapter and chapters titled “Our Business”, “Our Industry”, “Financial Statements as Restated”, “Management’s Discussion and Analysis of Financial Condition and Results of Operation”, “Government and Other Statutory Approvals” beginning on page 121, 98, 173, 208 and 233 respectively of the Draft Red Herring Prospectus.

CHANGE IN REGISTERED OFFICE

Our Company's Registered Office is currently situated at B-215, Mandpeshwar Industrial Premises Co-op.Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W), Mumbai- 400092 Maharashtra, India.

The details of changes in the address of our Registered Office are set forth below:

From	To	Effective Date	Reason
A/7, Nimesh Kunj CHS Ltd, S.V.P. Road, Borivali (W), Mumbai- 400092, Maharashtra, India	20 Babu Bldg, 375/377 Lamington Road, Mumbai- 400007, Maharashtra, India	June 1, 2005	Administrative convenience
20 Babu Bldg, 375/377 Lamington Road, Mumbai- 400007, Maharashtra, India	B-215, Mandpeshwar Industrial Premises Co-op.Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W), Mumbai- 400092 Maharashtra, India.	January 21, 2017	Administrative convenience

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

Year	Event
2004	Incorporation of the Company and commencement of Business.
	Received Star Business award and MICROSOFT best retailer award.
2005	Takeover of Sole proprietorship concern viz M/s. Creative.
	Change of name of the Company as Creative Peripherals and Distribution Private Limited.
	Received EPSON-Best performer award Inkjet printer and all in one
	Registered office of our company was shifted to 20 Babu Bldg, 375/377 Lamington Road, Mumbai- 400007, Maharashtra, India
2011	Bestowed with SENNEISHER award.
2012	Received distribution for Olympus Imaging India Private Ltd.
2016	Distribution received for GOPRO all India.
2017	Change of name of the Company as Creative Peripherals and Distribution Limited on conversion of the Company into a Public Company.
	Registered office of our company was shifted to B-215, Mandpeshwar Industrial Premises Co-op. Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W) Mumbai - 400092, Maharashtra, India

MAIN OBJECTS

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

- "To carry on the Business of manufacturing, trading, importing, exporting, distribution of the equipments for information technology products , computer peripherals, hardware for use of various magnetic media, digital media and internet, website designing, hosting and maintenance of e-commerce technologies, web related systems and internet in India and abroad."*

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

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

Date of Shareholders' Approval	Amendment
April 6, 2005	Change of Other Objects to purchase business of M/s. Creative Computers

Date of Shareholders' Approval	Amendment
June 8, 2005	Clause 1 of the Memorandum of Association of the Company changed to reflect changed name of the Company as Creative Peripherals and Distribution Private Limited.
June 9, 2005	The Initial authorized share capital of Rs.1,00,000 (Rupees One lakh Only) was increased to Rs. 1,00,00,000 (Rupees One Crore Only) consisting of 10,00,000 Equity Shares of Rs. 10 each
February 25, 2012	The authorized share capital was further increased from Rs. 1,00,00,000 (Rupees One Crore Only) consisting of 10,00,000 Equity Shares of Rs. 10 Each to Rs. 2,00,00,000 (Rupees Two Crores Only) consisting of 20,00,000 Equity Shares of Rs. 10 each
January 31, 2017	The authorized share capital was further increased from Rs.2,00,00,000 (Rupees Two Crores Only) consisting of 20,00,000 Equity Shares of Rs. 10 to Rs. 8,00,00,000 (Rupees Seven Crores Only) consisting of 80,00,000 Equity Shares of Rs. 10 each
February 22, 2017	Clause 1 of the Memorandum of Association of the Company changed to reflect changed name of the Company as Creative Peripherals and Distribution Limited on conversion of the Company into a Public Company.

OUR HOLDING COMPANY

Our Company does not have any holding company as on the date of filing of this Draft Red herring Prospectus.

OUR SUBSIDIARY COMPANY

Our Company does not have any Subsidiary company as on the date of filing of this Draft Red herring Prospectus.

ACCUMULATED PROFITS OR LOSSES

There are no accumulated profits or losses of our subsidiaries that are not accounted for by our Company in the financial information, as restated.

PROMOTERS OF OUR COMPANY

The promoters of our Company are Ketan Patel. For details, see “*Our Promoter and Promoter Group*” beginning on page 162 of this Draft Red herring Prospectus.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, refer to the section titled “*Capital Structure*” beginning on page 64 of this Draft Red herring Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

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

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

Our Company has not merged / amalgamated itself since incorporation. We have taken over business of Sole proprietorship concern named M/s. Creative.

DETAILS OF PAST PERFORMANCE

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled “*Financial Statements*” beginning on page 173 of this Draft Red herring Prospectus.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

Our Company has not entered into any agreements / arrangement except under normal course of business of the Company, as on the date of filing of this Draft Red herring Prospectus.

STRATEGIC/ FINANCIAL PARTNERS

Our Company does not have any strategic or financial partner as on the date of filing of this Draft Red herring Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

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

CONVERSION OF LOANS INTO EQUITY SHARES

There have been no incident of conversion of loans availed from financial institutions and banks into Equity Shares as on the date of this Draft Red Herring Prospectus.

CHANGE IN ACTIVITIES OF OUR COMPANY IN THE LAST FIVE YEARS

There is no change in activity of our Company since incorporation.

STRIKES AND LOCKOUTS

There have been no strikes or lockouts in our Company since incorporation.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of this Draft Red herring Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

NUMBER OF SHAREHOLDERS

Our Company has 7 shareholders as on date of this Draft Red Herring Prospectus. For further details on shareholders please refer to chapter titled “*Capital Structure*” beginning on page 64 of this Draft Red Herring Prospectus.

BUSINESS INTEREST BETWEEN OUR COMPANY AND OUR SUSIDIARIES

Since our Company does not have any Subsidiary as on date of this Draft Red herring Prospectus, there is no business interest between our Company or any subsidiary.

SIGNIFICANT SALE/ PURCHASE BETWEEN OUR SUBSIDIARY /ASSOCIATE/ HOLDING AND OUR COMPANY

Except as disclosed in “Related Party Transactions” on page 171, respectively, none of our Subsidiary/ Associate/Holding and Joint Venture have any business interest in our Company.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. As on the date of this Draft Red Herring Prospectus, our Board comprises of six Directors.

The following table sets forth details regarding our Board:

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment / Re-appointment	Other Directorship
1.	Name: Purvi Patel Father's Name: Chandravadan Parekh Age: 46 years Designation: Chairman and Whole Time Director Address: B/801, Pratap Heritage, L.T. Road, Opp. Savarkar Garden, Borivali West, Mumbai- 400092, Maharashtra, India Occupation: Business Nationality: Indian Term: Five years subject to liable by rotation DIN: 02663240	Appointed as a Director on January 31, 2017 Designated as Chairman and Whole Time Director on February 28, 2017	Public Limited Company: NIL Private Limited Company: 1. Cosdec Informatics Private Limited 2. Click Retail Private Limited
2.	Name: Vijay Advani Father's Name: Kimatrai Advani Age: 53 years Designation: Managing Director Address: Savera-1, Flat no-203, Picnic-Cottage, J.P. Road, Andheri (West), Mumbai- 400061, Maharashtra, India Occupation: Business Nationality: Indian Term: Five years subject to liable by rotation DIN: 02009626	Appointed as a Director on January 30, 2006 Designated as Managing Director on February 28, 2017	Public Limited Company: NIL Private Limited Company: NIL
3.	Name: Ketan Patel Father's Name: Chhaganlal Patel Age: 46 Years Designation: Director Address: B-801, Pratap Heritage, L.T. Road, Opp. Savarkar Garden, Borivali West, Mumbai- 400092, Maharashtra, India Occupation: Business Nationality: Indian Term: Non rotational DIN: 00127633	Appointed as a Director on September 22, 2004	Public Limited Company: Nil Private Limited Company: 1. Secure Connection Private Limited 2. Cosdec Informatics Private Limited 3. Chip Tech IT Private Limited Limited Liability

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment / Re-appointment	Other Directorship
			Partnership: 1. Krishna Darshan Developers LLP
4.	Name: Nitin Jain Father's Name: Age: 38 Designation: Additional Independent Director Address: 1C 53, Kalpataru Estate, Next To Majas Bus Depot JVLR, Andheri (East) Mumbai 400093 Occupation: Business Nationality: India Term: Five years from the date of appointment DIN: 03394499	Appointed as Additional Independent Director on January 31, 2017	Public Limited Company: NIL Private Limited Company: TCJ Ventures Private Limited
5.	Name: Piyush Shah Father's Name: Age: 47 Designation: Additional Independent Director Address: A/ 701, Vedant Rajmaitri, Borge Marg, Eksar Rd., Borivali (West), Mumbai Occupation: Business Nationality: Indian Term: Five years from the date of appointment DIN: 07741963	Appointed as Additional Independent Director on February 28, 2017	Public Limited Company: NIL Private Limited Company: NIL
6.	Name: Mandar Joshi Father's Name: Age: 45 Designation: Additional Independent Director Address: 88/A, Jitekar Wadi, Ground Floor, Room No. 4, Opp. Vinay Health Home, Kalbadevi, Mumbai Occupation: Business Nationality: India Term: Five years from the date of appointment DIN: 07070356	Appointed as Additional Independent Director on February 28, 2017	Public Limited Company: NIL Private Limited Company: NIL

BRIEF BIOGRAPHIES OF OUR DIRECTORS

i. Purvi Patel, Chairman and Whole Time Director

Purvi Patel, aged 46 years, is the Whole Time Director of our Company. She has been designated as Chairman and Whole Time Director of our Company with effect from February 28, 2017. She holds Diploma in Pharmacy. She also has various certificates in software programming, including DTP. Her responsibilities include looking after human resource and finance. She has been the backbone and an integral part of the Company.

ii. Vijay Advani, Managing Director

Vijay Advani, aged 53 years, is the Managing Director of our Company. He has been designated as Whole Time Director of our Company with effect from February 28, 2017. He holds a degree in Bachelor of Commerce from University of Bombay. Under his supervision many brands have been prosperous previously which had no presence in India. He was able to drive various IT brands, which were new entrants in Indian market, to a great success. His expertise lies in business planning & execution and key account management. He has an experience of about more than 10 years in Value Added Distributors Industry.

Ketan Patel, Director

Ketan Patel aged 46 years, is the Promoter and Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a diploma in Computer Technology from Board of Technical Examinations, Maharashtra State, degree in Management Programme for Entrepreneurs and Family Businesses from Indian Institute of Management, Bangalore. He has an experience of about more than 18 years in Value Added Distribution industry.

iii. Nitin Jain

Nitin Jain, aged 38 years, is an Independent Director of our Company. He has an experience of more than 15 years in Indian markets in debt as well in equity on buy as well as on sell side. He has worked in various sectors like Banking & NBFCs, Education, Auto, Infrastructure, ITES & Consumers. He has worked with ICICI Group (Equity investments), Goldman Sachs (Equity Research), Askar Capital (Private Equity), ICRA (Credit Ratings) and A.F. Fergusons (Consulting and Audits). Professionally he is a Chartered Accountant and has qualified in May 2001.

iv. Piyush Shah

Piyush Shah, aged 47 years, is an Independent Director of our Company. He is B.E. in Electronics and has previously worked with Neoteric Informatique Limited. He is chairman of Stakeholder's Relationship Committee of our Company.

v. Mandar Joshi

Mandar Joshi, aged 45 years, is an Independent Director of our Company. He is appointed as Additional Independent Director on February 28, 2017.

CONFIRMATIONS

As on the date of this Draft Red Herring Prospectus:

1. Except as stated below; none of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013

Director	Other Director	Relation
Ketan Patel	Purvi Patel	Husband- wife

2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.

3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of the above mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies.
6. None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

REMUNERATION/COMPENSATION OF DIRECTORS

Except as mentioned below, no other current Directors have received remuneration during the last financial year ended on March 31, 2016

Name of Director	Amount (Rs. In Lakhs)
Purvi Patel	15.51
Vijay Advani	16.76
Ketan Patel	31.28

Compensation of our Director:

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013 and Articles of Association of the Company.

Terms and conditions of employment of our Director

A. Purvi Patel

Purvi Patel has been designated as Chairman and Whole Time Director of our Company with effect from February 28, 2017

Currently her term of appointment as Whole Time Director was authorised vide shareholders resolution in Extraordinary General Meeting held on February 28, 2017. His current term of appointment is as under:

Remuneration	Rs. 15.70 lakhs per year within the limits prescribed under schedule V of the Companies Act, 2013.
Term of Appointment	Five Years from date of appointment subject liable to retire by rotation.

Perquisites	A. Company's contribution towards provident fund and Company's contribution towards Superannuation Fund and Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961. B. Gratuity payable as per the rules of the Company. C. Leave encashment at the end of the tenure. D. The provision for use of Company's car with driver for official use. E. Company's telephone at his residence. F. Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company. Further, he shall be entitled to reimbursement of actual entertainment, travelling expenses incurred from time to time to perform his duties as per the rules of the Company.

B. Vijay Advani

Vijay Advani has been designated as Managing Director of our Company with effect from February 28, 2017.

Currently his term of appointment as Managing Director was authorised vide shareholders resolution in Extraordinary General Meeting held on February 28, 2017 His current term of appointment is as under:

Remuneration	Rs. 24.82 per year within the limits prescribed under schedule V of the Companies Act, 2013.
Term of Appointment	Five Years from date of appointment subject liable to retire by rotation.
Perquisites	A. Company's contribution towards provident fund and Company's contribution towards Superannuation Fund and Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961. B. Gratuity payable as per the rules of the Company. C. Leave encashment at the end of the tenure. D. The provision for use of Company's car with driver for official use. E. Company's telephone at his residence. F. Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company. Further, he shall be entitled to reimbursement of actual entertainment, travelling expenses incurred from time to time to perform his duties as per the rules of the Company.

OTHER CONFIRMATIONS

As on the date of this Draft Red Herring Prospectus:

1. There is no contingent or deferred compensation payable to any Director, Whole Time Director which has accrued for this year and payable in current or any future period.
2. No compensation was paid to any Director and Whole Time pursuant to bonus or profit sharing plan.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. Except as stated below no other directors have shareholding of our Company.

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

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Purvi Patel	29,600	0.74%	0.51%
2.	Vijay Advani	200	0.01%	Negligible
3.	Ketan Patel	39,69,760	99.24%	68.10%

INTERESTS OF DIRECTORS

Interest in promotion of our Company

Our directors, Ketan Patel, Vijay Advani and Purvi Patel are interested in the promotion of the Company to the extent of the equity shares held by them and other distributions in respect of the aforesaid Equity Shares. For further details please refer chapter titled “*Our Promoter & Promoter Group*” and heading titled “*Financial Statements as Restated*” beginning on Page 162 and 173 respectively of this Draft Red herring Prospectus.

Interest in the property of our Company

Our Directors do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the of this Draft Red Herring Prospectus.

Interest as member of our Company

As on date of this Draft Red Herring Prospectus, our Directors together hold 39,99,560 Equity Shares in our Company i.e. 99.98% of the pre Issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding, dividend declared and other distributions, if any, by our Company.

Interest as a creditor of our Company

As on the date of this Draft Red Herring Prospectus, our Company has availed loans from the Directors of our Company. For further details, refer to chapter titled “*Financial Indebtedness*” and section titled “*Related Party Transactions*” beginning on page 217 and 171 of this Draft Red Herring Prospectus.

Interest as Director of our Company

Except as stated above and in the chapters titled “*Financial Statements as Restated*” and “*Capital Structure*” beginning on pages 173 and 64 of this Draft Red herring Prospectus our Directors, may deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AOA of our Company.

Interest as Key Managerial Personnel of our Company

Purvi Patel, Whole Time Director of the Company, Vijay Advani, Managing Director and are Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AOA of our Company. For further details, please refer details mentioned in “*Related Party Transactions*” beginning on page 171 of this Draft Red Herring Prospectus.

Interest in transactions involving acquisition of land

Our Directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to in the heading titled “*Land and Property*” in the chapter “*Our*

Business” beginning on page 121 of the Draft Red Herring Prospectus, our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Indirect Interest

Except as stated in “*Financial Statements as Restated*” beginning on page 173 of this Draft Red herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

Interest in the Business of Our Company

Save and except as stated otherwise in “*Related Party Transactions*” in the chapter titled “*Financial Statements as Restated*” beginning on page 171 of this Draft Red herring Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Red herring Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

Our Company does not have any Associate Company or Subsidiary Company as on date of filing the Draft Red herring Prospectus of the Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in directors of our Company in last three years prior to the date of this Draft Red Herring Prospectus.

Name	Date of event	Nature of event	Reason
Purvi Patel	January 31, 2017	Director	Appointment as Director
Vivek Jain	January 31, 2017	Additional Independent Director	Appointment as Additional Independent Director
Piyush Shah	February 28, 2017	Additional Independent Director	Appointment as Additional Independent Director
Mandar Jain	February 28, 2017	Additional Independent Director	Appointment as Additional Independent Director
Purvi Patel	February 28, 2017	Chairman and Whole Time Director	Designated as Chairman and Whole Time Director
Vijay Advani	February 28, 2017	Managing Director	Designated as Managing Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Extraordinary General Meeting of our Company held on February 18, 2017, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit and appropriate, notwithstanding that the money to be borrowed together with the money already borrowed by our Company from the financial institutions, Company’s banker’s, firms, bodies corporate and/or from any other person or persons whether by way of loan, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, borrowed by our Company and outstanding at any one time shall not exceed the sum of Rs. 500.00 lakhs.

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied to the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

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

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Currently our Board has six directors out of which two are Independent Directors. The constitution of our Board is in compliance with section 149 of the Companies Act, 2013.

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

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

A) Audit Committee

Our Company has constituted an audit committee ("**Audit Committee**"), as per section 177 of the Companies Act, 2013 vide resolution passed at the meeting of the Board of Directors held on February 28, 2017.

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the Listing Regulation, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors:

Name of the Director	Status	Nature of Directorship
Vivek Jain	Chairman	Independent Director
Piyush Shah	Member	Independent Director
Mandar Joshi	Member	Non-Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers:

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

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the

recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. 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;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly 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, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Red herring Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors 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 oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Meeting of Audit Committee and relevant Quorum

The audit committee shall meet at least 4 times in a year and not more than one hundred and twenty days shall elapse between 2 meetings. The quorum shall be either 2 members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of 2 Independent Directors, who are members, present.

B) Stakeholder's Relationship Committee

Our Company has constituted a *Stakeholders Relationship Committee* to redress complaints of the shareholders. The Committee was constituted vide resolution passed at the meeting of the Board of Directors held on February 28, 2017.

The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Piyush Shah	Chairman	Independent Director
Mandar Joshi	Member	Independent Director
Vivek Jain	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

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

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholder's/investor's complaints;
3. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
5. Allotment and listing of shares;
6. Reference to statutory and regulatory authorities regarding investor grievances; and
7. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
8. Any other power specifically assigned by the Board of Directors of the Company

Quorum for Stakeholders Relationship Committee

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be 2 members or one third of the members, whichever is greater.

C) Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Compensation committee was approved by a Meeting of the Board of Directors held on February 28, 2017. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Mandar Joshi	Chairman	Independent Director
Vivek Jain	Member	Independent Director
Piyush Shah	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Compensation Committee are:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. 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 and shall carry out evaluation of every director's performance;
- e. Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;
- f. To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.

- g. Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
- h. Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities

Quorum for Nomination and Remuneration Committee

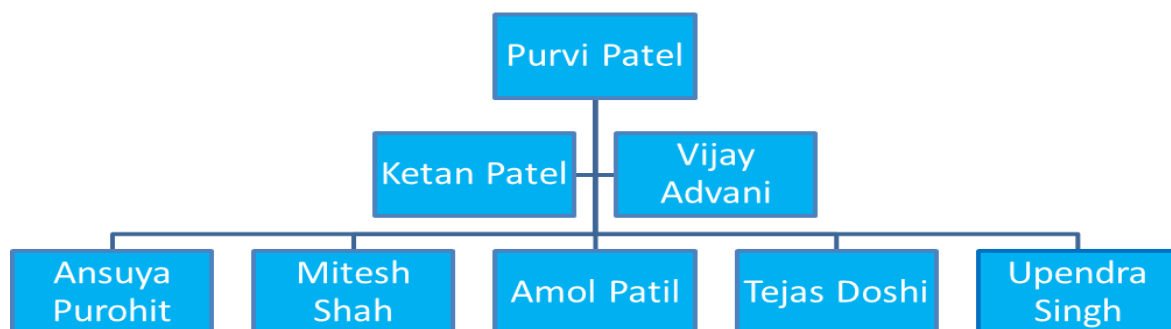
The quorum necessary for a meeting of the Remuneration Committee shall be 2 members or one third of the members, whichever is greater.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Emerge Platform of National Stock Exchange Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on February 28, 2017 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Purvi Shah, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company.

i. Purvi Patel, Chairman and Whole Time Director

Purvi Patel, aged 46 years, is the Whole Time Director of our Company. She has been designated as Chairman and Whole Time Director of our Company with effect from February 28, 2017. She holds Diploma in Pharmacy. She also has various certificates in software programming,

including DTP. Her responsibilities include looking after human resource and finance. She has been the backbone and an integral part of the Company.

ii. Vijay Advani, Managing Director

Vijay Advani, aged 53 years, is the Managing Director of our Company. He has been designated as Whole Time Director of our Company with effect from February 28, 2017. He holds a degree in Bachelor of Commerce from University of Bombay. Under his supervision many brands have been prosperous previously which had no presence in India. He was able to drive various IT brands, which were new entrants in Indian market, to a great success. His expertise lies in business planning & execution and key account management. He has an experience of about more than 10 years in Value Added Distributors Industry.

iii. Ansuya Prasad Purohit, Chief Financial Officer

Ansuya Purohit, aged 58 years, has been appointed as the Chief Financial Officer of our Company w.e.f. February 28, 2017. He has done L.L.B. (Taxation) from Garhwal University. He possesses relationship management skills with abilities in liaising with Government bodies & banks for ensuring statutory compliances & smooth business operations. He looks after the administration and finance operation of the Company.

iv. Tejas Doshi, Company Secretary & Compliance Officer

Tejas Doshi, aged 28 years has been appointed as the Company Secretary and Compliance officer of our Company with effect from February 28, 2017. He has completed his Bachelor of Commerce. He is a Company Secretary by qualification and member of Institute of Company Secretaries of India. He looks after the legal and compliance Department of the Company.

v. Mitesh Shah, Assistant General Manager-Finance

Mitesh Shah, aged 41 years, has been appointed as the Assistant General Manager-Finance of our Company. He is a Commerce graduate from Mumbai University. He has total experience of more than 18 years. Currently he looks after entire Finance Department as AGM - Finance. Over the years he has contributed to the company's success in terms of arranging Bank Finance, having good relation with Bankers & Vendors and Managing Accounts & Finance Team for timely payment of all statutory compliances.

vi. Amol Patil

Amol Patil is the Head - Product Team of our Company. Prior to joining our Company, he was associated with Compunics Technologies LLC – Dubai. He took over as head of product team of the Company in the year April 2015 and takes care of the entire products division.

vii. Upendra Singh

Upendra Singh is the National Sales Manager- Sales & Marketing, and is associated with the Company since February 2011. He is the head of the Sales Department and drives channel & corporate sales across the country.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the key managerial personnel are related to the each other within the meaning of Section 2 (77) of the Companies Act, 2013. All of Key Managerial Personnel are permanent employees of our Company.

RELATIONSHIP OF DIRECTORS AND PROMOTERS WITH KEY MANAGERIAL PERSONNEL

Except as mentioned below, none of the key managerial personnel are related to the directors of our company within the meaning of Section 2(77) of the Companies Act, 2013.

Director and Promoter	Key Managerial Personnel	Relation

Ketan Patel	Purvi Patel	Husband- wife

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

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

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of Shareholder	No. of Shares held	% of Shares held
1.	Purvi Patel	29,600	0.74%
2.	Vijay Advani	100	0.01%
3.	Ansuya Purohit	20	Negligible
4.	Mitesh Shah	20	Negligible

BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

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

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TO KEY MANAGERIAL PERSONNEL

The Company has not given any loans and advances to the Key Managerial Personnel as on the date of this Draft Red Herring Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any.

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

Except as stated in the heading titled “*Related Party Transactions*” under the Section titled “Financial Statements as Restated” beginning on page 173 of this Draft Red Herring Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The changes in the Key Managerial Personnel in the last three years are as follows:

Name of Managerial Personnel	Designation	Date of Event	Reason
Purvi Patel	Chairman and Whole Time Director	February 28, 2017	Designated as Chairman and Whole Time Director
Vijay Advani	Managing Director	February 28, 2017	Designated as Whole Time Director

Name of Managerial Personnel	Designation	Date of Event	Reason
Ansuya Prasad Purohit	Chief Financial Officer	February 28, 2017	Appointment as Chief Financial Officer
Tejas Doshi	Company Secretary and Compliance Officer	February 28, 2017	Appointment as Company Secretary and Compliance Officer

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)

Except as disclosed in the heading titled “*Related Party Transactions*” in the section titled “*Financial Statements*” beginning on page 173 of this Draft Red herring Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTER

Our Company is promoted by Ketan Patel. As on date of this Draft Red herring Prospectus, our promoter holds, in aggregate 39,69,760 Equity Shares representing 99.24% of the pre-issue paid up Capital of our Company.

Brief profile of our Promoter is as under:

	Ketan Patel, Promoter and Director
	Ketan Patel aged 46 years, is the Promoter and Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a diploma in Computer Technology from Board of Technical Examinations, Maharashtra State and degree in Management Programme for Entrepreneurs and Family Businesses from Indian Institute of Management, Bangalore. He has an experience of about more than 18 years in Value Added Distribution industry Passport No: Z3992925 Driving License: MH02 20070106282 Voters ID: KDD3269032 Address: B/801, Pratap Heritage, L.T. Road, Opp. Savarkar Garden, Borivali West, Mumbai- 400092, Maharashtra, India Firms and Ventures promoted: 1) Bittech Services, 2) Creative Developers, 3) Hanware Reality, 4) Creative Developer, 5) Darshan Buildtech, 6) Lotus Properties, 7) Creative Alliance, 8) Click Retail Private Limited, 9) Cosdec Informatics Private Limited, 10) Secure Connection Private Limited

DECLARATION

Our Company confirms that the permanent account number, bank account number and passport number of our Promoter shall be submitted to the Stock Exchange at the time of filing of this Draft Red Herring Prospectus with it.

INTEREST OF PROMOTER

Our Promoter is interested in our Company to the extent that he has promoted our Company and to the extent of his shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by him. For details regarding shareholding of our promoter in our Company, please refer “*Capital Structure*” on page 64 of this Draft Red herring Prospectus.

Our Promoter may also be deemed to be interested in our Company to the extent of his shareholding in our Group Companies with which our Company transacts during the course of its operations.

Our Promoter is the Promoter and Director of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreement entered into with our company, if any and AoA of our Company. For details please see “*Our Management*” “*Financial Statements as Restated*” and “*Capital Structure*” beginning on pages 148, 173 and 64 respectively of this Draft Red Herring Prospectus.

Our promoter do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Draft Red herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in this section and “*Related Party Transactions*” and “*Our Management*” on page 171 and 148 of this Draft Red Herring Prospectus respectively, there has been no payment of benefits to our Promoter or Promoter Group during the two years preceding the filing of the Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group.

COMMON PURSUITS

Except for Click Retail Private Limited in their individual Names, our Promoter and members of our Promoter Group do not have any common pursuits. Further, Cosdec Informatics Private Limited is authorized by its memorandum of association to carry out same business as ours. For further details please refer to chapter titled “*Risk Factors*” on page 19 of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For the transactions with our Promoter, Promoter Group and Group Companies, please refer to section titled —*Related Party Transactions* on page 171 of this Draft Red Herring Prospectus.

Except as stated in “*Related Party Transactions*” beginning on page 171 of this Draft Red herring Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

PAYMENT OR BENEFITS TO PROMOTER

Except as stated otherwise in the chapter titled “*Related Party Transactions*” on page 171 of this Draft Red herring Prospectus, there have been no payments or benefits to the Promoter during the two years prior to filing of this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (zb) of the SEBI (ICDR) Regulations is as under:

A. Natural Persons who are part of the Promoter Group:

Relationship with Promoter	Ketan Patel
Father	Late Chhaganlal Patel
Mother	Usha Patel
Brother	Anoop Patel
Sister(s)	-
Spouse	Purvi Patel
Son(s)	-
Daughter(s)	Nidhi Patel Dhwani Patel (Minor)
Wife's Father	Late Chandravadan Parekh
Wife's Mother	Kundan Parekh
Wife's Brother(s)	-
Wife's Sister(s)	Neha Parekh

b. Corporates and Entities forming part of our Promoter Group:

1. Click Retail Private Limited
2. Cosdec Informatics Private Limited
3. Secure Connection Private Limited
4. Bittech Service
5. Creative Developers
6. Creative Developer

7. Hanware Realty
8. Darshan Buildtech
9. Lotus Properties
10. Creative Alliance
11. Kyrpton Investment & Development LLC
12. Disha enterprises
13. Compunics Technologies (L.L.C)

RELATIONSHIP OF PROMOTER WITH OUR DIRECTORS

Except as disclosed herein, our Promoter is not related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Promoter	Director	Relationship
Ketan Patel	Purvi Patel	Husband- Wife

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEAR

Our Promoter has not disassociated himself from any entities/firms during preceding three years except as follows:

1. Krishna Darshan Developers LLC
2. 99 Years Network LLP
3. Omnipresent Retail Pvt. Ltd.
4. Roha Infrastrucutre Developers Private Limited.

CHANGES IN CONTROL

There has been no change in the management or control of our Company in the last three years.

LITIGATION INVOLVING OUR PROMOTER

For details of legal and regulatory proceedings involving our Promoter, please refer "*Outstanding Litigation and Material Developments*" on page 223 of this Draft Red herring Prospectus.

CONFIRMATIONS

Our Company, our Promoter and members of promoter group are not Wilful Defaulters and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against him.

Our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Our Promoter and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

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

Except as disclosed in "*Related Party Transactions*" on page 171 of this Draft Red herring Prospectus, our Promoter is not related to any of the sundry debtors nor are not beneficiaries of Loans and Advances given by/to our Company.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of “Group Companies”, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. Pursuant to a resolution dated February 28, 2017 our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature.

No equity shares of our Group Companies are listed on any stock exchange and none of them have made any public or rights issue of securities in the preceding three years.

OUR GROUP COMPANIES

1. CLICK RETAIL PRIVATE LIMITED

Click Retail Private Limited is a Private Company incorporated on November 29, 2012 under the provisions of Companies Act, 1956. The Company has its registered office at B/215, Mandpeshwar Industrial Premises Co-op. Soc. Ltd., Near Premnagar Garden, Opp. MCF Club Borivali West, Maharashtra- 400092, India and is mainly engaged in the business of creating technology and developing software for the purpose of facilitating online sale and purchase of goods. The Corporate Identification Number is U74900MH2012PTC238371. The paid up capital of the Company as per records of Registrar of Companies is Rs. 109.00 lakhs.

Equity Shareholding:

Name of the Shareholder	Number of equity shares held	Equity Shareholding percentage in the Company
Purvi Patel	50,000	55.56%
Vibhav Mehta	20,000	22.22%
Surbhee Grover	20,000	22.22%
Total	90,000	100.00%

Preference Shareholding:

Name of the Shareholder	Number of preference shares held	Preference Shareholding percentage in the Company
Ketan Patel	1,00,000	100%
Total	1,00,000	100%

Board of Directors

Name of the Directors
Purvi Patel
Vibhav Mehta
Surbhee Grover

Financial Information

The audited financial statements of the company for the last three Financial Years are as follows:

(Rs. In Lakhs except Earning per share and NAV)

Particulars	2014-15	2013-2014
Paid Up Capital	109.00	5.00

Particulars	2014-15	2013-2014
Reserves & Surplus	-190.24	-101.26
Sales and other income	1343.01	32.64
Profit / loss after tax	-89.77	-90.47
EPS (Rs.)	-130.82	-180.94
NAV (in Rs.)	-7.45	-192.52

Nature and extent of interest of Promoters

Our Promoter Ketan Patel holds 1,00,000 preference shares constituting to 100% of total paid up preference share capital of Click Retail Private Limited. Purvi Ketan Patel, spouse of our Promoter Ketan Patel holds 50,000 equity shares constituting to 55.56% of total paid up equity share capital of Click Retail Private Limited. Click Retail Private Limited has not become a sick company under the meaning of SICA.

The Company has not filed financials with Registrar of Companies, Maharashtra for the financial year 2015-16.

2. COSDEC INFORMATICS PRIVATE LIMITED

Cosdec Informatics Private Limited is a Private Company incorporated on July 10, 1996 under the provisions of Companies Act, 1956. The Company has its registered office at 203-204, Kshitij Tithalroad, Valsad- 396001, Gujarat, India and is mainly engaged in the business of Information Technology services in Mumbai. The Corporate Identification Number is U30009GJ1996PTC030175. The paid up capital of the Company is Rs. 2.25 lakhs.

Equity Shareholding:

Name of the Shareholder	Number of shares held	Shareholding percentage in the Company
Ketan Patel	2,000	8.89%
Purvi Patel	15,000	66.67%
Anoop Patel	4,000	17.78%
Usha C Patel	1,500	6.64%
Total	22,500	100.00

Board of Directors

Name of the Directors
Ketan Patel
Anoop Patel
Purvi Patel

Financial Information

The audited financial statements of the company for the last three Financial Years are as follows:

(Rs. In Lakhs except Earning per share)

Particulars	2014-15	2013-2014
Paid Up Capital	2.25	2.25
Reserves & Surplus	1.80	1.77
Sales and other income	0.18	0.80
Profit / loss after tax	0.03	(0.15)
EPS (Rs.)	0.19	0.13

NAV (in Rs.)	17.99	17.85

Nature and extent of interest of Promoters

Our Promoter Ketan Patel holds 2,000 Equity Shares constituting to 8.89% of total paid up share capital of Click Retail Private Limited. Anoop Patel, brother of our Promoter Ketan Patel holds 4,000 Equity Shares constituting to 17.78% of total number of equity shares of Cosdec Informatics Private Limited. Purvi Patel, spouse of our Promoter Ketan Patel holds 15,000 Equity Shares constituting to 66.67% of total number of equity shares of Cosdec Informatics Private Limited. Usha Patel, mother of our Promoter Ketan Patel holds 1,500 Equity Shares constituting to 6.64% of total number of equity shares of Cosdec Informatics Private Limited.

Cosdec Informatics Private Limited has not become a sick company under the meaning of SICA.

The Company has not filed financials with Registrar of Companies, Maharashtra for the financial year 2015-16.

3. SECURE CONNECTION PRIVATE LIMITED

Secure Connection Private Limited is a private Company incorporated on June 24, 2016 under the provisions of Companies Act, 1956. The Company has its registered office at B-215, Mandapeshwar Ind Estate, S V Road, Borivali (W), Mumbai- 400092, Maharashtra, India and is mainly engaged in the business of information technology products. The Corporate Identification Number is U74999MH2016PTC282840. The paid up capital of the Company as per records of Registrar of Companies is Rs. 2.00 lakhs.

Equity Shareholding:

Name of the Shareholder	Number of shares held	Shareholding percentage in the Company
Ketan Patel	14,000	70.00%
Mohit Anand	6,000	30.00%
Total	20,000	100.00%

Board of Directors

Name of the Directors	Date of appointment
Ketan Patel	June 24, 2016
Mohit Anand	June 24, 2016

Financial Information

The Company is incorporated in June 2016 and thus the Company has not closed its first financial year.

Nature and extent of interest of Promoters

Our Promoter Ketan Patel holds 14,000 Equity Shares constituting to 70.00% of total paid up share capital of Secure Connection Private Limited. Secure Connection Limited has not become a sick company under the meaning of SICA.

4. M/s Krypton Investment & Development (L.L.C)

M/s Krypton Investment & Development is a Company incorporated as a Limited Liability Company on June 01, 2010. The head office of the Company is situated at Emirate of Dubai.

Objectives of the company

- a) The objectives of the Company are Commercial Holding & Trust Companies, Industrial Holding & Trust Companies, Agricultural Holding & Trust Companies and which shall include the carrying on of all activities as are related or ancillary thereto, including but not limited to running of a commercial/industrial enterprise.
- b) The Company may not carry on the business of insurance, banking, or investment of funds for the account of third parties.
- c) The Company may acquire or invest in other establishments; or companies having similar objectives and-do all such things as May be conducive to the business of the Company or arise out of the powers of the Company provided the same be lawful. The Company may change or amend its objects and carry any lawful activity as may be approved by resolution of the General Assembly and the Department of economic Development

The Capital of the company

The capital of the Company is Dhs 30,00,000 (Dirhams Three Million only) divided into 3000 shares, the value of each share being Dhs. 1000 (Dirhams One thousand only).

Name of the Partners	Number of shares held	Shareholding percentage in the Company	Percentage in Capital
Mr. Saeed Mohammad Khurshid Almutawa	1530	1,530,000	51%
Mr. Dinashchandra Vadodaria Hiren	150	150,000	5%
Mr. Ketan Patel	390	390,000	13%
Mr. Anoop Patel	180	180,000	6%
Mr. Sandip Gunvantrai Oza	90	90,000	3%
Mr. Sanjay Dalichand Shah	240	240,000	8%
Mr. Pareshkumar Dalichand Shah	210	210,000	7%
Mr. Chetan Dalichand Shah	210	210,000	7%
Total	3,000	30,00,000	100%

5. Compunics Technologies (L.L.C)

Compunics Technologies LLC is a Limited Liability Company incorporated on January 19, 2017. The head office of the Company is situated at Emirate of Dubai.

Objectives of the company

- d) The objectives of the Company are Commercial Holding & Trust Companies, Industrial Holding & Trust Companies, Agricultural Holding & Trust Companies and which shall include the carrying on of all activities as are related or ancillary thereto, including but not limited to running of a commercial/industrial enterprise.
- e) The Company may not carry on the business of insurance, banking, or investment of funds for the account of third parties.
- f) The Company may acquire or invest in other establishments; or companies having similar objectives and-do all such things as May be conducive to the business of the Company or arise out of the powers of the Company provided the same be lawful. The Company may change or amend its objects and carry any lawful activity as may be approved by resolution of the General Assembly and the Department of economic Development

The Capital of the company

The capital of the Company is Dhs 30,00,000 (Dirhams Three Million only) divided into 3000 shares, the value of each share being Dhs. 1000 (Dirhams One thousand only).

Name of the Partners	Number of shares held	Shareholding percentage in the Company	Percentage in Capital
Mr. Saeed Mohammad Khurshid Almutawa	1530	1,530,000	51%
Mr. Dinashchandra Vadodaria Hiren	150	150,000	5%
Mr. Ketan Patel	390	390,000	13%
Mr. Anoop Patel	180	180,000	6%
Mr. Sandip Gunvantrai Oza	90	90,000	3%
Mr. Sanjay Dalichand Shah	240	90,000	8%
Mr. Pareshkumar Dalichand Shah	210	240,000	7%
Mr. Chetan Dalichand Shah	210	210,000	7%
Total	3000	30,00,000	100%

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. Except as disclosed in this chapter, our Group Companies does not have negative net worth as of the date of the respective last audited financial statements.

LITIGATION

For details on litigations and disputes pending against the Promoters and Group Companies and defaults made by them, please refer to the chapter titled, “*Outstanding Litigations and Material Developments*” on page 223 of this Draft Red herring Prospectus.

DISSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Draft Red herring Prospectus except as disclosed in the Chapter titled “Our Promoter and Promoter Group” on page 162.

NEGATIVE NET WORTH

Except as disclosed above, our Group Companies do not have negative net worth as on the date of this Draft Red herring Prospectus.

DEFUNCT / STRUCK-OFF COMPANY

None of our Promoters or Promoter Group or Group Companies has become defunct or struck – off in the five years preceding the filing of this Draft Red Herring Prospectus.

INTEREST OF OUR PROMOTERS AND GROUP COMPANIES

Our Promoters and Group Companies are interested to the extent of their shareholding of Equity Shares, if any, from time to time, and in case of our Individual Promoters, also to the extent of shares held by their relatives from time to time, for which they are entitled to receive the dividend declared, if any, by our Company. Our Individual Promoters may also benefit from holding directorship in our Company. Our Individual Promoters may also be deemed to be interested to the extent of remuneration and / or reimbursement of expenses payable to him under the Articles / terms of

appointment. As on the date of this Draft Red herring Prospectus, our Promoters together hold 99.98% Equity Shares of our Company.

Except as stated hereinabove and as stated in “Annexure XXV- Related Party Transactions” under chapter titled “Financial Statements” and “Our Management” beginning on page 173 and 148 respectively of this Draft Red herring Prospectus, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Red herring Prospectus in which the Promoters are directly or indirectly interested and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made to them.

Further, except as stated above and as stated otherwise under the paragraph titled “Shareholding of our Directors” in the chapter titled “Our Management” beginning on page 148 of this Draft Red herring Prospectus; in “Annexure XXV- Related Party Transactions” under section titled “Financial Statements” beginning on page 173 of this Draft Red herring Prospectus and under the paragraph titled “Interest of Directors” in the chapter titled “Our Management” beginning on page 148 paragraph titled “Land and Property” in the chapter titled “Our Business” beginning on page 121, our Promoters do not have any other interest in our Company as on the date of this Draft Red herring Prospectus.

Further, except as disclosed above and in the audited restated financial statements of our Company under “Annexure XXV- Related Party Transactions” under section titled “Financial Statements” beginning on page 173 of this Draft Red herring Prospectus, our Group Companies and associates have no business interest in our Company.

COMMON PURSUITS

Our Promoters are not interested as Directors and/or Member in any Group Companies which is involved in activities similar to those conducted by our Company.

SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP COMPANIES

Other than as disclosed in the chapter titled “Related Party Transactions” on page 171 of this Draft Red herring Prospectus, there are no sales / purchases between the Company and the Group Companies when such sales or purchases exceed in value in the aggregate 10 per cent of the total sales or purchases of the Company.

PAYMENT OR BENEFIT TO OUR GROUP COMPANIES

Except as stated in chapter titled “Related Party Transactions” beginning on page 171 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Group Companies in financial year 2015-16.

RELATED PARTY TRANSACTIONS

PAYMENT OR BENEFIT TO OUR GROUP COMPANIES

Except as stated in chapter titled “*Related Party Transactions*” beginning on page 171 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Group Companies during the financial period ended September 30, 2016 and financial years ended March 31, 2016, 2015, 2014, 2013 and 2012 nor is any benefit proposed to be paid to them.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last three years.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by Our Company.

SECTION V – FINANCIAL STATEMENTS

FINANCIAL STATEMENTS AS RE-STATED

Draft Independent Auditor's Report for the Restated Financial Statements of Creative Peripherals and Distribution Limited

Report of the Independent Auditor on the Restated Financial Statements of Creative Peripherals and Distribution Limited for the period ended on September 30, 2016 and each of the years ended on March 31, 2012, March 31, 2013, March 31, 2014, March 31, 2015 and March 31, 2016.

Company was originally incorporated as “Creative Pheripherals and Distribution Private Limited” at Mumbai, Maharashtra, as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 22, 2004 bearing Corporate Identification Number U52392MH2004PTC148754. Name of the Company was changed to “Creative Peripherals and Distribution Private Limited” on June 15, 2005 vide a fresh Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra. Subsequently our Company was converted in to a public limited company pursuant to special resolution passed by the members in the extraordinary general meeting held on January 31, 2017 and name of our Company was changed to “Creative Peripherals and Distribution Limited vide a fresh certificate of incorporation dated March 1, 2017 issued by the Registrar of Companies, Maharashtra. The Corporate Identification Number of our Company is U52392MH2004PLC148754

To,
The Board of Directors,
Creative Peripherals and Distribution Limited
B-11 Mandpeshwar Industrial
Premises Co-op soc. ltd.,
Opp M.C.F Club,
Off SVP Road,
Prem Nagar,
Borivali (West)
Mumbai-400092

We have examined the attached Restated Statement of Assets and Liabilities of **Creative Peripherals and Distribution Limited (the Company)** as at September 30th, 2016, March 31st, 2016, 2015, 2014, 2013 & 2012 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the financial period/year ended on September 30th , 2016, March 31st, 2016, 2015, 2014, 2013 & 2012 (collectively the ”**Restated Summary Statements**” or “**Restated Financial Statements**”). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in SME Platform of **National** Stock Exchange Limited (NSE).

1. Report on Restated Financial Statements

The Restated Summary Statements have been prepared in accordance with the requirements of:

- i. Part I of Chapter III to the Companies Act, 2013 (“**Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014.
- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulation”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) and related amendments/clarifications made thereto from time to time;

- iii. The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform (“IPO” or “SME IPO”); and
 - iv. The (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India (“ICAI”)
2. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial year ended on March 31st, 2016, 2015, 2014, 2013 & 2012 and special purpose audited financial statements for the period ended on September 30th, 2016, which have been approved by the Board of Directors.
 3. Financial Statements for the financial year ended on March 31, 2012, March 31, 2013, March 31, 2014, March 31, 2015, March 31, 2016 & September 30, 2016 has been audited by **M/s S K THANAWALA AND CO.** Chartered Accountants, and accordingly reliance has been placed on the financial information examined by them for the said Years. The Financial Report included for these years is based solely on the report submitted by them. We have also carried out re-audit of the financial statements for the period/year ended on September 30th, 2016 & March 31st, 2016 as per the relevant guidelines.
 4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - i. The **“Restated Statement of Assets and Liabilities”** as set out in **Annexure I** to this report, of the Company as at September 30, 2016 , March 31, 2016, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
 - ii. The **“Restated Statement of Profit and Loss”** as set out in **Annexure II** to this report, of the Company for the period / Year ended on September 30, 2016 , March 31, 2016, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
 - iii. The **“Restated Statement of Cash Flow”** as set out in **Annexure III** to this report, of the Company for the period / Year ended on September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this Report.
 5. Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Company for the period/years ended on 30 September 2016, March 31, 2016, 2015, 2014, 2013 and 2012 we are of the opinion that **“Restated Financial Statements”** or **“Restated Summary Statements”** have been made after incorporating:
 - a) Adjustments for any prior period and material amounts in the respective financial years have been made to which they relate; and

- b) There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements.
 - c) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the financial statements of the respective year of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
 - d) Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods.
 - e) There are no revaluation reserves, which need to be disclosed separately in the **“Restated Financial Statements”**.
 - f) The Company has not paid any dividend on its equity shares till September 30th ,2016.
 - g) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this report.
6. We have also examined the following other financial information relating to the Company as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the period / Year ended on September 30th,2016 ,March 31st , 2016, 2015, 2014, 2013 and 2012 proposed to be included in the Draft Prospectus/Prospectus (**“Offer Document”**).

Restated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Statement of Long Term And Short Term Borrowings	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of Other Long Term Liabilities	Annexure-D
Restated Statement of Long Term Provisions	Annexure-E
Restated Statement of Trade Payables	Annexure-F
Restated Statement of Other Current Liabilities And Short Term Provisions	Annexure-G
Restated Statement of Fixed Assets	Annexure-H
Restated Statement of Long-Term Loans And Advances	Annexure-I
Restated statement of Other Non Current Assets	Annexure-J
Restated Statement of Inventory	Annexure-K
Restated Statement of Trade Receivables	Annexure-L
Restated Statement of Cash & Cash Equivalents	Annexure-M
Restated Statement of Short-Term Loans And Advances	Annexure-N
Restated Statement of Other Current Assets	Annexure-O
Restated Statement of Turnover	Annexure-P
Restated Statement of Other Income	Annexure-Q
Restated Statement of Mandatory Accounting Ratios	Annexure-R
Restated Statement of Related party transaction	Annexure-S
Restated Statement of Capitalization	Annexure-T
Restated Statement of Tax shelter	Annexure-U
Restated Statement of Contingent liabilities	Annexure-V

7. We, **M/s KHANDELWAL PRAKASH MURARI BHANDARI & CO.** Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the “Peer Review Board” of the ICAI.

8. We have carried out Re-audit of the financial statements for the period / Year ended on September 30, 2016 & March 31, 2016 as required by SEBI regulations. We have not audited any financial statements of the Company as of any date or for any period subsequent to September 30, 2016. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to September 30, 2016. Further we have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act & ICDR Regulation. The Financial Information referred to above is the responsibility of the management and approved by the board of directors of the Company.
10. In our opinion, the above financial information contained in Annexure I to IV of this report read with the respective Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure A to V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note *subject to*
 - i. *Non provision of service tax liability of Rs. 21,662/- Rs. 76,030/-, Rs. 106,352/-, Rs. 107,894/-, Rs.74,890 & Rs.51,143 for the years/period ended 31st March 2012, 2013, 2014, 2015,2016 and 30th September 2016 respectively under Reverse charge mechanism on services availed by the company under Goods Transport Agency Services and advocate services therefore Profit for the respective years/period ended 31st March 2012, 2013, 2014, 2015,2016 and 30th September 2016 is overstated to that extent of non-provision Service Tax liability.*
 - ii. *Non-compliance of The provisions of section 73 of the Companies Act'2013 in relation to acceptance of deposit by a company as the company has accepted deposit from Non Shareholder during the FY.2015-16.*
11. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report issued by any other chartered accountant nor should this constructed as a new opinion on any of the financial statements referred to herein.
12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME-IPO for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

For Khandelwal Prakash Murari Bhandari & Co.
Chartered Accountants
Firm Registration No.102454W

Punit Soni
M No. 173087

Date: March 1, 2017
Place: Mumbai

ANNEXURE-IV
SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS

A. BACKGROUND

Mr. Ketan Patel started Proprietary Concern i.e. Creative Computers in the year 1992. It was purely a trading concern then to with the manpower of 10 employees. Later on Mr Ketan Patel converts its proprietary concern into a Private Limited Company i.e. Creative Peripherals & Distribution Pvt. Ltd.

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Restated Summary Statement of Assets and Liabilities of the Company as on September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012, and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the period / years ended on September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 and the annexure thereto (collectively, the “**Restated Financial Statements**” or “**Restated Summary Statements**”) have been extracted by the management from the Financial Statements of the Company for the period / years ended September 30, 2016, March 31 2016, March 31 2015, March 31 2014, March 31 2013 and March 31 2012.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

A. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

B. INVENTORIES

The inventories are valued at lower of cost or net realizable value. Cost is determined based on FIFO method as permitted by the AS 2 – “Valuation of Inventory”.

C. FIXED ASSETS

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use. Subsequent expenditures related to an item of tangible asset are added to its book

value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Projects under which assets are not ready for their intended use are shown as Capital Work-in- Progress. Cost includes cost of purchase, construction of foundation, technical services related to installation, borrowing costs and other overheads relating to projects.

D. DEPRECIATION

Tangible Fixed Assets

Pursuant to Companies Act, 2013 ('the Act') being effective from 1 April 2014, the Company has revised depreciation rates on tangible fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act.

In accordance with AS-6 "Depreciation", depreciation on tangible fixed assets is computed on considering useful life provided in the Schedule - II of the Act. The Company has followed the method of depreciation i.e. Written Down Value, consistently over the period of time.

Pursuant to Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Part 'C' of Schedule II of the Act. And due to the same there has been a change in the estimated useful life of depreciable tangible assets which affects the depreciation in the financial years/period ended 31 March ,2015,2016 and 30 September, 2016 and in each period during the remaining useful life of the assets. As the change is only in regard to accounting estimate requiring an adjustment of the carrying amount of tangible assets. The same do not require adjustment in the financial information for the years ended on 31 March , 2014, 2013 and 2012.

In respect of assets whose useful life had already exhausted as on 1 April 2014, has been adjusted in Reserves & Surplus for the year ended March 31, 2015 in accordance with requirements of Para 7 of Schedule II of the Companies Act, 2013.

E. REVENUE RECOGNITION

- i. Revenue from sale of goods is recognized when all significant risk and rewards of the ownerships are transferred to the customers and no significant uncertainties exist regarding the amount of consideration that will be derived from the sale of the goods and regarding its collection.
- ii. Other income is accounted for on accrual basis in accordance with Accounting Standards (AS) 9- "Revenue Recognition".

F. FOREIGN CURRENCY TRANSACTIONS

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and Loss except in case where they relate to acquisition of fixed assets in which case they are adjusted with the carrying cost of such assets.

G. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

H. EMPLOYEE BENEFITS

Defined-contribution plans:

- i. Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when an employee renders the related services. The company has no obligation, other than the contribution payable to the provident fund.
- ii. The company operates one defined benefit plan for its employees, viz., gratuity liability. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each yearend. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Actuarial gains and losses for the defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.
- iii. Compensated absences which accrue to employees and remains Unutilized as at the end of the year is recognized and paid at the end of the year.

I. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

J. SEGMENT ACCOUNTING

(i) Business Segment

- (a) The business segment has been considered as the primary segment.
- (b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- (c) The Company's primary business comprises of Sale of Computer Peripherals and since it is the only reportable segment as envisaged in Accounting Standard 17 'Segment Reporting'. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

(ii) Geographical Segment

The Company operates in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

K. EARNINGS PER SHARE:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares/Share split, the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest reporting period.

L. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

M. IMPAIRMENT OF ASSETS

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

(ii) After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

N. CONTINGENT LIABILITIES AND PROVISIONS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

16. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

C. CHANGES IN ACCOUNTING POLICIES IN THE PERIOD/YEARS COVERED IN THE RESTATED FINANCIALS

There is no change in significant accounting policies except accounting of Gratuity in the Financial Year 2011-12 & 2012-13 which was previously done on cash basis, has now been accounted based on mercantile system as certified by Independent Actuary.

D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

3. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

A. Gratuity

Particulars	September 30, 2016	2015-16	2014-15	2013-14	2012-13	2011-12
1. The amounts recognized in the Balance Sheet are as follows:						
Present value of unfunded obligations	33.82	28.11	27.10	14.65	12.88	7.94

Particulars	September 30, 2016	2015-16	2014-15	2013-14	2012-13	2011-12
Recognized						
Net Liability						
2.The amounts recognized in the Profit & Loss A/c are as follows:						
Current Service Cost	2.70	4.23	4.31	2.16	1.86	1.20
Interest on Defined Benefit Obligation	1.12	2.17	1.25	1.09	0.67	-
Net Actuarial Losses / (Gains) Recognized in Year	1.88	(5.39)	6.90	(1.48)	2.41	6.74
Past Service Cost	-	-	-	-	-	-
Total, Included in "Salaries, Allowances & Welfare"	5.71	1.00	12.46	1.77	4.94	7.94
3.Changes in the present value of defined benefit obligation:						
Defined benefit obligation as at the beginning of the year/period	28.11	27.10	14.65	12.88	7.94	-
Service cost	2.70	4.23	4.31	2.16	1.86	1.20
Interest cost	1.12	2.17	1.25	1.09	0.67	-
Actuarial Losses/(Gains)	1.88	(5.39)	6.90	(1.48)	2.41	6.74
Past Service Cost	-	-	-	-	-	-
Defined benefit obligation as at the end of the year/period	33.82	28.11	27.10	14.65	12.88	7.94
Benefit Description						
Benefit type:		Gratuity Valuation as per Act				
Retirement Age:	60	60	60	60	60	60
Vesting Period:	5 years	5 years	5 years	5 years	5 years	5 years
The principal actuarial assumptions for the above are:						
Future Salary Rise:	5.00%P.A	5.00%P.A	5.00%P.A	5.00%P.A	5.00%P.A	5.00%P.A
Discount rate per annum:	7.22%P.A	8.00%P.A	8.00%P.A	8.50%P.A	8.50%P.A	8.50%P.A
Attrition Rate:	5.00%P.A	5.00%P.A	15.00%P.A	1.00%P.A	1.00%P.A	1.00%P.A
Mortality Rate:	IALM 2006- 08	IALM 2006-08	IALM 2006-08	IALM 2006-08	LIC 1994-96	LIC 1994-96

1. Segment Reporting (AS 17)

The Company is required to disclose the information required by Accounting Standard- 17. No separate segments have, however, been reported as the company does not have more than one business Segment within the meaning of Accounting standard -17, which differ from each other in risk and reward.

2. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on September 30, 2016 except as mentioned in Annexure -V, for any of the years covered by the statements.

3. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – S of the enclosed financial statements.

4. Accounting For Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year/period is reported as under:

(Amount in Lakhs)

Particulars	September 30, 2016	2015-16	2014-15	2013-14	2012-13	2011-12
Net WDV as Per Companies Act	29.99	30.46	44.25	58.73	65.20	52.20
Profit/(Loss) on sale of Fixed assets	-	-	-	-	-	1.33
Adjusted WDV As per Companies Act	29.99	30.46	44.25	58.73	65.20	53.53
Net Block as per Income Tax	54.74	55.03	62.53	52.75	57.19	42.61
Timing difference-Depreciation	(24.75)	(24.57)	(18.28)	5.97	8.01	10.92
Deferred Tax Liability (A)	(8.18)	(8.12)	(5.93)	1.94	2.60	3.37
Provision of Gratuity outstanding as on the end of Period	33.82	28.11	27.10	14.65	12.88	7.94
Timing Difference Due to Gratuity	33.82	28.11	27.10	14.65	12.88	7.94
Deferred Tax Assets (B)	11.18	9.29	8.79	4.75	4.18	2.45
Cumulative Balance of Deferred Tax Liability (Net) (A-B)	(19.36)	(17.41)	(14.72)	(2.81)	(1.58)	0.92
Opening Deferred Tax Liability	(17.41)	(14.72)	(2.81)	(1.58)	0.92	(0.27)
Debited/(Credit) to Restated Statement of Profit and Loss Account	(1.95)	(2.69)	(11.91)	(1.23)	(2.50)	1.19
Normal Tax Rates	33.06	33.06	32.45	32.45	32.45	30.90

5. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Annexure –R of the enclosed financial statements.

6. MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2009]

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (losses) of the Company is as under.

Statement of adjustments in the Financial Statements

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & losses of the company.

1. Statement of Profit and Loss after Tax

Table -1

(Amount in Lakhs)

Particulars	September 30, 2016	2015-16	2014-15	2013-14	2012-13	2011-12
Net Profit After Tax as per audited accounts but before adjustments for restated accounts:	43.90	112.71	66.57	112.38	94.49	61.82
(Short)/Excess Provision of Gratuity Expense	-	-	-	12.88	(4.94)	(7.96)
Short (Excess) Deferred tax liability provided	1.95	(8.48)	9.48	(1.99)	2.01	0.10
(Short)/Excess Provision of Income Tax	-	-	-	(1.59)	(1.24)	(0.66)
Preliminary expenses adjusted against Reserves & Surplus	-	-	-	0.04	0.04	0.04
Prior period income booked in respective years	-	(37.24)	0.44	36.80	-	-
Net Adjustment in Profit and Loss Account	1.95	(45.72)	9.92	46.14	(4.13)	(8.48)
Net Profit/(Loss) After Tax as per Restated Accounts:	45.85	66.99	76.49	158.52	90.36	53.34

a) Adjustment on account of provision for Gratuity and Compensated Absences:

The Company did not provide gratuity based on the requirement of AS -15 (Revised), therefore during the restatement, provision for gratuity have been done as per the actuarial valuation and accordingly short/excess provisions in respective year were adjusted to comply with the requirement of AS-15 (Revised).

b) Adjustment on account of Provision of Deferred Tax:

Due to changes in Depreciation and Provision for Gratuity, etc, The Company has recalculated the deferred tax liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year.

c) Adjustment on account of provision for Income Tax

The Company has provided short or excess provision in the year in which income tax return has been filed .But in Restated accounts; the company has provided Short or Excess provision in the year to which it relates.

d) Adjustment on account of Preliminary Expense

Preliminary expense under the head other current Assets outstanding on 1st April, 2011 have been adjusted against Reserves & Surplus.

e) Adjustment on account of prior period Income

Amount related to the prior period income have been adjusted in the year to which the same is related.

7. Realizations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

8. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

9. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 read with notification no. 8/7/2006 – CDN dt 17/05/2007, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in the accounts. However in the view of the management, the impact of interest, if any, that may be payable as per the provisions of this Act is not expected to be material.

10. Statutory Auditors Qualification during the period of Restatement

During the period of Restatement, Statutory Auditor has given following adverse/qualified remarks for which adjustments wherever required has been taken during the restatement of financial statements.

Financial Year	Auditors Qualification	Management Comments
FY 2011-12 (Audit Qualification)	A Motor vehicle has been sold during the year on which no VAT has been collected.	According to the management, VAT on sale of assets has been recovered by the Department during the assessment.

For Khandelwal Prakash Murari Bhandari & Co.
Chartered Accountants
Firm Registration No.102454W

Punit Soni
Partner
M No. 173087
Date: March 1, 2017
Place: Mumbai

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

ANNEXURE-I
(Rs. in Lacs)

Sr. No.	Particulars	As at September 30, 2016	As at March 31,				
			2016	2015	2014	2013	2012
1)	Equity & Liabilities						
	Shareholders' funds						
	a. Share capital	200.00	200.00	150.00	150.00	150.00	150.00
	b. Reserves & surplus	869.05	823.18	756.21	687.30	530.39	440.02
	Sub-total	1,069.05	1,023.18	906.19	837.31	680.39	590.03
2)	Non-current liabilities						
	a. Long-term borrowings	242.42	304.62	305.42	268.34	262.57	249.72
	b. Deferred tax liabilities (net)	-	-	-	-	-	0.92
	c. Other Long Term Liabilities	18.29	23.64	37.82	16.03	47.57	82.93
	d. Long-term provisions	31.68	26.70	23.04	14.50	12.75	7.86
	Sub-total	292.39	354.96	366.28	298.87	322.89	341.43
4)	Current liabilities						
	a. Short-term borrowings	2,082.85	1,449.51	2,116.38	1,805.94	1,456.84	1,155.24
	b. Trade payables	1,747.23	693.46	498.06	726.15	660.69	453.71
	c. Other current liabilities	32.43	91.76	59.48	100.15	66.56	26.49
	d. Short term provisions	16.98	25.02	11.38	12.72	0.13	0.08
	Sub-total	3,879.49	2,259.75	2,685.31	2,644.96	2,184.22	1,635.52
	T O T A L (1+2+3+4)	5,240.93	3,637.89	3,957.80	3,781.13	3,187.50	2,566.97
5)	Non-current assets						
	a. Fixed assets						
	i. Tangible assets	29.99	30.47	44.25	58.73	65.20	52.19
	b. Deferred Tax Assets (Net)	19.36	17.41	14.73	2.81	1.58	-
	c. Long term loans & advances	20.38	39.05	34.73	32.17	30.03	13.50
	d. Other non-current assets	113.30	113.87	113.87	112.62	111.88	111.28
	Sub-total	183.03	200.80	207.57	206.33	208.69	176.97
6)	Current assets						
	a. Inventories	2,261.90	1,295.35	1,711.16	1,541.17	1,726.66	1,126.99
	b. Trade receivables	1,818.47	1,465.64	1,303.68	1,524.44	1,012.47	970.63
	c. Cash and bank balances	251.38	235.96	183.24	154.57	166.52	129.36
	d. Short term loans & advances	422.64	197.24	344.38	222.44	49.31	106.01
	e. Other current assets	303.52	242.90	207.77	132.18	23.85	57.01
	Sub-total	5057.90	3,437.09	3,750.23	3,574.80	2,978.81	2,390.00
	T O T A L (5+6)	5240.93	3,637.89	3,957.80	3,781.13	3,187.50	2,566.97

STATEMENT OF PROFIT AND LOSS AS RESTATED

ANNEXURE II
(Rs. in Lacs)

Sr. No.	Particulars	As at September 30, 2016	As at March 31,				
			2016	2015	2014	2013	2012
1	INCOME						
	Revenue from Operations	9,096.69	19,862.30	18,447.81	13,967.95	12,652.69	12,408.22
	Other income	5.29	16.39	14.46	46.57	7.93	12.06
	Total revenue (A)	9,101.98	19,878.69	18,462.27	14,014.52	12,660.62	12,420.28
2	EXPENDITURE						
	Purchase of stock-in-trade	9,413.71	17,894.49	17,181.96	12,596.36	12,240.78	11,688.46
	Changes in inventories of stock-in-trade	(966.55)	415.82	(170.00)	185.49	(599.67)	25.14
	Employee benefit expenses	283.22	638.37	618.76	455.96	350.46	291.63
	Finance costs	135.87	335.75	220.15	200.32	179.90	115.58
	Depreciation and amortization expenses	6.91	21.43	37.49	18.27	19.83	18.24
	Other expenses	160.18	450.30	462.20	338.39	334.20	199.62
3	Total expenses (B)	9,033.34	19,756.16	18,350.56	13,794.79	12,525.50	12,338.67
	Net profit/ (loss) before exceptional, extraordinary items and tax, as restated	68.64	122.53	111.71	219.73	135.12	81.61
	Exceptional items	-	-	-	-	-	-
4	Net profit/ (loss) before extraordinary items and tax, as restated	68.64	122.53	111.71	219.73	135.12	81.61
	Extraordinary items	-	-	-	-	-	-
5	Net profit/ (loss) before tax, as restated	68.64	122.54	111.71	219.73	135.12	81.61
	Tax expense:						
	(i) Current tax	24.74	58.23	47.13	60.85	46.02	26.42
	ii) Short/(Excess) Provision of Earlier Year				1.59	1.24	0.66
	(iv) Deferred tax (asset)/liability	(1.95)	(2.69)	(11.91)	(1.23)	(2.50)	1.19
6	Total tax expense	22.79	55.54	35.22	61.21	44.76	28.27
7	Profit/ (loss) for the year/ period, as restated	45.85	66.99	76.49	158.52	90.36	53.34
8	Earning per equity share(face value of Rs. 10/- each): Basic/Diluted (Rs.)	2.29	4.46	5.10	10.57	6.02	10.61
9	Adjusted earning per equity share(face value of Rs. 10/- each): Basic/ Diluted (Rs.)	1.15	1.91	2.19	4.53	2.58	2.13

STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE III

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Cash flow from operating activities:						
Net profit before tax as per statement of profit and loss	68.64	122.53	111.71	219.73	135.12	81.62
Adjusted for:						
Dividend Income	(0.001)	(0.001)	-	(0.001)	(0.001)	(0.001)
Interest Income	(5.29)	(14.88)	(14.02)	(9.67)	(7.92)	(4.71)
(Profit)/loss on sale of fixed assets						(1.33)
Depreciation & amortization	6.91	21.43	37.49	18.27	19.83	18.24
Interest & finance costs	135.87	335.75	220.15	200.32	179.90	115.58
Operating cash flow before working capital changes	206.13	464.82	355.33	428.65	326.93	209.39
Adjusted for:						
(Increase)/ decrease in inventories	(966.55)	415.82	(170.00)	185.49	(599.67)	25.14
(Increase)/ decrease in trade receivables	(352.84)	(161.95)	220.75	(511.97)	(41.83)	638.15
(Increase)/Decrease in Short Term Loans & Advances	(225.40)	147.14	(121.94)	(174.43)	50.68	(65.46)
(Increase)/ decrease in other current assets	(60.62)	(35.13)	(75.60)	(108.32)	33.16	(46.60)
(Increase)/Decrease in Other Non Current Assets	0.57	-	(1.25)	(0.74)	(0.60)	13.34
Increase/ (decrease) in trade payables	1,053.77	195.40	(228.10)	65.47	206.98	(1,151.71)
Increase/(Decrease) in Short Term Provisions	0.73	(2.66)	3.92	0.02	0.05	0.08
Increase/(Decrease) in Other Current Liabilities	(59.34)	32.29	(40.66)	33.58	40.08	(42.98)
Increase/(Decrease) in Long Liabilities	(5.36)	(14.17)	21.79	(31.54)	(35.36)	38.46
Increase/ (decrease) in Long term provisions	4.98	3.66	8.54	1.75	4.89	7.86
Cash generated from/ (used in) operations	(403.93)	1,045.22	(27.22)	(112.04)	(14.69)	(374.33)
Income taxes paid	33.44	42.00	53.69	50.19	41.26	31.65
Net cash generated from/ (used in) operating activities (A)	(437.37)	1,003.22	(80.91)	(162.22)	(55.95)	(405.98)
Cash flow from investing activities:						
Purchase of fixed assets	(6.44)	(7.65)	(29.25)	(11.80)	(32.83)	(27.25)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Sale of fixed assets	-	-	-	-	-	3.05
Loans & advances given to others (net)	18.66	(4.32)	(2.56)	(2.14)	(16.52)	(0.96)
Interest income	5.29	14.88	14.02	9.67	7.92	4.71
Dividend Income	0.001	0.001	-	0.001	0.001	0.001
Net cash flow from/ (used) in investing activities (B)	17.51	2.91	(17.79)	(4.27)	(41.43)	(20.45)
<u>Cash flow from financing activities:</u>						
Proceeds from issue of equity shares		50.00				100.00
Increase/(Decrease) in Short Term Borrowings	633.34	(666.86)	310.44	349.10	301.60	573.66
Increase/(Decrease) in Long Term Borrowings	(62.19)	(0.80)	37.08	5.77	12.84	(129.82)
Interest & finance costs	(135.87)	(335.75)	(220.15)	(200.32)	(179.90)	(115.58)
Net cash flow from/(used in) financing activities (C)	435.28	(953.41)	127.37	154.55	134.54	428.26
Net increase/(decrease) in cash & cash equivalents (A+B+C)	15.42	52.72	28.67	(11.95)	37.16	1.83
Cash & cash equivalents as at beginning of the year	235.96	183.24	154.57	166.52	129.36	127.53
Cash & cash equivalents as at end of the year	251.38	235.96	183.24	154.57	166.52	129.36

1. DETAILS OF SHARE CAPITAL AS RESTATED
Annexure – A
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Share capital						
Authorised:						
Equity shares of Rs. 10/- each	200.00	200.00	200.00	200.00	200.00	200.00
Issued, subscribed & fully paid up:						
Equity shares of Rs. 10/- each	200.00	200.00	150.00	150.00	150.00	150.00
Share Capital (in Rs)	200.00	200.00	150.00	150.00	150.00	150.00
TOTAL	200.00	200.00	150.00	150.00	150.00	150.00

1. Terms/rights attached to equity shares:

- The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.
 - In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
 - Company does not have any Revaluation Reserve.
 - The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

2. Reconciliation of number of shares outstanding at the beginning and at the end of the period:

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Equity shares outstanding at the beginning of the year	2000000	1500000	1500000	1500000	1500000	500000
Add: Shares issued during the year	-	500000	-	-	-	1000000
Add: Issue of bonus shares	-	-	-	-	-	-
Equity shares outstanding at the end of the year	2000000	2000000	1500000	1500000	1500000	1500000

3. Details of Shareholders holding more than 5% of the aggregate shares in the Company (In terms of No. of Shares Holding)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
KETAN PATEL	1984900	1984900	1484900	1484900	1484900	1484900

4. Details of Shareholders holding more than 5% of the aggregate shares in the Company(In terms of % Holding)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
KETAN PATEL	99.25%	99.25%	98.99%	98.99%	98.99%	98.99%

DETAILS OF RESERVES & SURPLUS AS RESTATED

Annexure– A

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<u>Surplus in statement of Profit & Loss</u>						
Opening balance	823.20	756.19	687.31	530.39	440.03	386.79
Add: Profit for the year/ period	45.85	66.99	76.49	158.52	90.36	53.34
Less: Preliminary expenses Adjusted	-	-	-	-	-	(0.11)
Less: IT Refund for AY 2011-12	-	-	(1.36)	-	-	-
Less: WDV of assets whose useful life exhausted as on 01/04/2014	-	-	(6.23)	-	-	-
Less: Tax paid for AY 2010-11 & AY.2011-12	-	-	-	(1.61)	-	-
TOTAL	869.05	823.18	756.21	687.30	530.39	440.02

DETAILS OF LONG TERM BORROWING AS RESTATED

ANNEXURE- B

(Rs. in Lacs)

Particular	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<u>Secured</u>						
From Banks	-	0.30	4.23	-	-	3.39
From Financial Institution	8.95	9.95	9.95	3.05	3.05	3.05
<u>TOTAL A</u>	8.95	10.25	14.18	3.05	3.05	6.44
<u>Unsecured</u>						
Loan from Directors	161.10	262.31	291.24	215.29	259.52	157.78
Loan from Shareholders	-	32.06	-	50.00	-	85.50

Particular	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Loan from Relatives of Director	72.37	-	-	-	-	-
TOTAL B	233.47	294.37	291.24	265.29	259.52	243.28
TOTAL A+B	242.42	304.62	305.42	268.34	262.57	249.72

DETAILS OF SHORT TERM BORROWINGS AS RESTATED

ANNEXURE B

(Rs. in Lacs)

Particular	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<u>Secured</u>						
From Banks	1584.03	1449.51	2116.38	1805.94	1456.84	1155.24
<u>TOTAL</u>	1584.03	1449.51	2116.38	1805.94	1456.84	1155.24
<u>Unsecured</u>						
Loan from others	498.82	-	-	-	-	-
<u>TOTAL</u>						
TOTAL	2082.85	1449.51	2116.38	1805.94	1456.84	1155.24

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' and Related Parties has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. The terms and conditions and other information in respect of Secured Loans as on 30.09.2016 are given in Annexure -B (A)
5. The terms and conditions and other information in respect of Unsecured Loans as on 30.09.2016 are given in Annexure - B (B)

A) STATEMENT OF PRINCIPAL TERMS OF LONG TERM SECURED LOANS AND ASSETS CHARGED AS SECURITY

ANNEXURE B(A)

(Rs. in Lacs)

Name of lender	Guarantors	Purpose	Sanction Amount	Rate of interest	Securities offered	Re-payment schedule	Moratorium	Outstanding Amt as on September 30, 2016
ICICI Bank Ltd. (Car Loan)	Ketan C Patel	Car Loan	10.8	10.99%	Hypothecation of	36 equated monthly	-	2.31

Name of lender	Guarantors	Purpose	Sanction Amount	Rate of interest	Securities offered	Re-payment schedule	Moratorium	Outstanding Amt as on September 30, 2016
					Car	Instalments of Rs.35,035/-		
LIC of India (Keyman)	Ketan C Patel	Business loan	-	-	Keyman Insurance policy	Half Yearly Interest of Rs.49,745/- payable on 9th November & 9th May of respective years	-	8.95

B) DETAILS OF LONG TERM UNSECURED LOANS OUTSTANDING AS AT THE END OF THE RESPECTIVE PERIOD FROM DIRECTORS

ANNEXURE B(A)

(Rs. in Lacs)

Name of lender	Purpose	Rate of interest	Re-payment schedule	Moratorium	Outstanding Amt as on September 30, 2016
Ketan C Patel	Business Loan	12.00%	On Demand	-	148.45
Vijay Advani	Business Loan	12.00%	On Demand	-	12.65
Total					161.10

C) DETAILS OF LONG TERM UNSECURED LOANS OUTSTANDING AS AT THE END OF THE RESPECTIVE PERIOD FROM RELATIVES OF DIRECTORS

ANNEXURE B(A)

(Rs. in Lacs)

Name of lender	Purpose	Rate of interest	Re-payment schedule	Moratorium	Outstanding Amt as on 30.09.16
Nidhi K Patel	Business Loan	12.00%	On Demand	-	12.06
Ketan Patel HUF	Business Loan	12.00%	On Demand	-	60.31
Total					72.37

D) STATEMENT OF PRINCIPAL TERMS OF SHORT TERM SECURED LOANS AND ASSETS CHARGED AS SECURITY

ANNEXURE B(A)

(Rs. in Lacs)

Name of lender	Guarantor	Purpose	Sanction Amount	Rate of interest	Securities offered	Re-payment schedule	Moratorium	Outstanding Amt as on 30.09.16
HDFC Bank Limited cash credit	Personal Guarantee of Mr Ketan C Patel , Mrs. Purvi K Patel and all the property Owners	Working Capital	1500.00	11.20% (Base Rate +1.9%)	*Note :1	On Demand	-	1327.85
HDFC Bank Limited Bills Discounted	Personal Guarantee of Mr Ketan C Patel , Mrs. Purvi K Patel and all the property Owners	Working Capital	200.00	10.95% (Base Rate +1.65%)	*Note :1	Maximum 90 Days	-	28.32
HDFC Bank Buyer's Credit	Personal Guarantee of Mr Ketan C Patel , Mrs. Purvi K Patel and all the property Owners	Working Capital	700.00	Rate of Commission is 1.2% as per letter of understanding	*Note :1	Maximum 120 Days		227.86
TOTAL								1584.03

*Note- 1

- Primarily secured by way of Hypothecation by way of first and exclusive charge on all present and future stocks and books debts
- Collateral Security:

1. Property located at B/801, Pratap Heritage, LT Road, SVP Road, Borivali West, Mumbai
2. A/7, Nimish Kunj CHS, SVP Road, Borivali West, Mumbai
3. B-215, Mandapeshwar Industrial Estate, Off SV Road, Borivali West, Mumbai
4. Flat No.102, 1st Floor, Disha Residency, Building No.19, Khetwadi Road No.12, Mumbai
5. FDR of Rs.83 Lacs.

C) Details of Unsecured Loans outstanding as at the end of the respective periods from others

Name of lender	Purpose	Rate of interest	Re-payment schedule	Moratorium	Outstanding Amt as on September 30, 2016
X10 Financial Services Ltd.	Business Loan	16.00%	60 Days from sanction date	-	498.82

TOTAL					498.82

DETAILS OF DEFERRED TAX (ASSETS)/ LIABILITIES (NET) AS RESTATED

ANNEXURE C
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Difference between book and tax depreciation						
Timing Difference Due to Depreciation	(24.75)	(24.57)	(18.28)	5.97	8.01	10.92
Deferred Tax Liability(A)	(8.18)	(8.12)	(5.93)	1.94	2.60	3.37
Provision for doubtful debts/ Advances						
Timing Difference	33.82	28.11	27.10	14.65	12.88	7.94
Deferred Tax Assets (B)	11.18	9.29	8.79	4.75	4.18	2.45
Cumulative Balance of Deferred Tax (Assets)/ Liability (Net) (A-B)	(19.36)	(17.41)	(14.72)	(2.81)	(1.58)	0.92

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF LONG TERM LIABILITIES AS RESTATED

ANNEXURE- D
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Trade Payables						
For Goods	15.44	20.79	34.21	13.11	47.57	82.93
For Other Expenses	2.85	2.85	3.61	2.92	-	-
TOTAL	18.29	23.64	37.82	16.03	47.57	82.93

Notes:

- 1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.

DETAILS OF LONG TERM PROVISIONS AS RESTATED

ANNEXURE- E
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Provision for employee benefits						
Gratuity	31.68	26.70	23.04	14.50	12.75	7.86
TOTAL	31.68	26.70	23.04	14.50	12.75	7.86

Notes: 1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF TRADE PAYABLES AS RESTATED

ANNEXURE- F

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
For Goods	1,714.15	656.97	460.07	701.76	634.60	435.79
For Other Expenses	33.08	36.49	37.99	24.39	26.09	17.92
TOTAL	1,747.23	693.46	498.06	726.15	660.69	453.71

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED

ANNEXURE- G

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Current maturities of long term debt	2.32	3.93	3.53	-	3.39	3.63
Vat Payable	22.39	25.96	14.21	(3.14)	7.89	(2.92)
CST Payable	7.00	10.58	3.63	0.04	1.33	2.56
TDS Payable	19.59	22.16	16.53	18.34	6.70	3.04
Statutory dues	2.91	4.37	4.59	2.74	2.09	1.66
Other payables	(21.78)	24.76	16.99	82.17	45.16	18.52
TOTAL	32.43	91.76	59.48	100.15	66.56	26.49

DETAILS OF SHORT TERM PROVISIONS AS RESTATED
ANNEXURE- G
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Provision for Taxes (net off of advance tax & TDS)	14.85	23.61	7.32	12.57	-	-
Provision for employee benefits						
Gratuity	2.13	1.41	4.07	0.15	0.13	0.08
TOTAL	16.98	25.02	11.39	12.72	0.13	0.08

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF FIXED ASSETS AS RESTATED
ANNEXUR- H
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Tangible Assets						
Electrical Equipment	1.18	1.41	2.17	3.67	4.26	3.82
Office Equipment	7.35	8.38	11.34	21.31	23.99	4.22
Computers	10.37	7.54	11.50	18.68	20.42	22.87
Furniture and Fixtures	3.23	3.86	5.70	8.68	7.91	9.65
Motor Vehicles	7.86	9.28	13.54	6.39	8.62	11.63
TOTAL	29.99	30.47	44.25	58.73	65.20	52.19

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF LONG TERM LOANS AND ADVANCES AS RESTATED
ANNEXURE- I
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2014	2014	2013	2012
Security Deposit	20.38	39.05	34.73	32.17	30.03	13.50
TOTAL	20.38	39.05	34.73	32.17	30.03	13.50

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF OTHER NON CURRENT ASSETS AS RESTATED

ANNEXURE – J

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Trade Receivable (Outstanding for more than one year)	113.30	113.87	113.87	112.62	111.88	111.28
TOTAL	113.30	113.87	113.87	112.62	111.88	111.28

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF INVENTORIES AS RESTATED

ANNEXURE – K

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Stock in Trade	2,261.90	1,295.35	1,711.16	1,541.17	1,726.66	1,126.99
TOTAL	2,261.90	1,295.35	1,711.16	1,541.17	1,726.66	1,126.99

Note:- Inventory has been physically verified by the management of the Company at the end of respective years/period

DETAILS OF TRADE RECEIVABLES AS RESTATED

ANNEXURE- L

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Outstanding for a period exceeding six months						
Unsecured, considered good	(8.29)	(93.31)	18.22	89.70	33.69	92.28
Outstanding for a period not exceeding six months						
Unsecured and considered Good	1,826.76	1,558.95	1,285.46	1,434.74	978.78	878.35
TOTAL	1,818.47	1,465.64	1,303.68	1,524.44	1,012.47	970.63

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' and Related Parties has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

DETAILS OF CASH AND BANK BALANCES AS RESTATED

ANNEXURE- M

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Cash in hand	4.34	14.79	9.38	8.45	9.69	6.11
Balances with banks						
In current accounts	26.38	15.04	3.38	10.68	77.15	60.96
Margin Money held with Bank	220.66	206.13	170.48	135.44	79.68	62.29
Total	251.38	235.96	183.24	154.57	166.52	129.36

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF SHORT TERM LOANS AND ADVANCES AS RESTATED

ANNEXUR – N

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Advance to suppliers (*)	409.69	185.17	329.59	204.94	34.56	85.15
Advance income tax (net of provision for Tax)	-	-	-	-	1.29	7.31
Security Deposit	3.84	1.47	6.22	3.39	6.08	7.95
Loans and advances to employees	9.10	10.60	8.57	14.11	7.38	5.60
TOTAL	422.63	197.24	344.38	222.44	49.31	106.01

*(Includes advance given to company in which director is significantly influenced of Rs.173.14 Lacs)

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' and Related Parties has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

DETAILS OF OTHER CURRENT ASSETS AS RESTATED
ANNEXUR - O
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Prepaid Expenses	8.83	47.45	11.23	4.80	2.55	7.22
Others Receivables	294.69	195.45	196.54	127.38	21.30	49.79
TOTAL	303.52	242.90	207.77	132.18	23.85	57.01

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

STATEMENT OF TURNOVER AS RESTATED
ANNEXURE –P
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Turnover of sale						
Domestic	8,123.05	18,965.32	18,202.60	11,720.75	10,570.24	12,156.46
Export	973.64	896.98	245.21	2,247.20	2,082.45	251.76
Total	9,096.69	19,862.30	18,447.81	13,967.95	12,652.69	12,408.22

Note:

1. The figures disclosed above are based on the restated summary statement of Profit & Loss Account of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF OTHER INCOME AS RESTATED
ANNEXURE –Q
(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
A. Related & Recurring Income						
Export Incentives	-	1.51	0.44	36.81	-	-
Interest on Fixed Deposits	4.78	14.62	13.22	8.53	7.33	3.71
Interest Others	0.51	0.26	0.80	1.14	0.59	1.00
Commission income	-	-	-	0.10	0.01	6.01
Dividend Income	0.001	0.001	-	0.001	0.001	0.001
Subtotal	5.29	16.39	14.46	46.58	7.93	10.72
B. Related & Non Recurring Income						
Gain on Sale of Fixed Assets	-	-	-	-	-	1.33

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Subtotal	-	-	-	-	-	1.33
Total	5.28	16.39	14.46	46.58	7.93	12.05

Note:

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of Profit & Loss Account of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

SUMMARY OF ACCOUNTING RATIOS

Annexure– R

(Rs. in Lacs)

Ratio	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Net worth (A)	1,069.05	1,023.18	906.21	837.30	680.39	590.02
Restated Net Profit After Tax (B)	45.85	66.99	76.49	158.52	90.36	53.34
Number of Equity Share outstanding as on the End of period /Year (C)	20,00,000	20,00,000	15,00,000	15,00,000	15,00,000	15,00,000
Number of Equity Share outstanding as on the End of period /Year (After effect of Bonus Issue) (D)	40,00,000	40,00,000	35,00,000	35,00,000	35,00,000	35,00,000
Weighted average number of equity shares at the end of the period /year (E)	40,00,000	35,01,366	35,00,000	35,00,000	35,00,000	25,02,732
Current Assets (F)	5,057.90	3,437.09	3,750.23	3,574.80	2,978.81	2,390.00
Current Liabilities (G)	3,879.49	2,259.75	2,685.31	2,644.96	2,184.22	1,635.52
Face value per share	10.00	10.00	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/E)	1.15	1.91	2.18	4.52	2.58	2.13
Return on net worth (%) (B/A)	4.29	6.55	8.44	18.93	13.28	9.04
Net asset value per share (Rs) (A/C)	53.45	51.16	60.41	55.82	45.35	39.33
Net assets value per share (After effect of bonus issue of equity	26.72	25.58	25.89	23.92	19.43	16.85

Ratio	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
shares) (A/D)						
Current Ratio (Rs.) (F/G)	1.30	1.52	1.40	1.35	1.36	1.46

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) Net assets value per share (after effect of bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after bonus issue)

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/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 of total number of days during the period/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The Company has declared bonus shares in the ratio of 1:1 (1 share bonus for Every 1 shares held in Company) dated 31/01/2017 to all existing shares holders. Accordingly, the number of equity shares considered for computation of basic and diluted earnings per share for the period/ year ended September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, and March 31, 2012, have been adjusted for the impact of issue of bonus shares.

5) The figures disclosed above are based on the standalone restated summary statements.

6) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III."

STATEMENT OF RELATED PARTY TRANSACTION

Names of the related parties with whom transactions were carried out during the years and description of relationship:

Directors	Ketan C Patel
	Vijay K Advani
Relatives of Directors	Purvi K Patel
	Hema Advani
	Priti. V . Advani
	Nidhi K Patel
	Ketan Patel HUF
Companies in which Director is significantly influenced	Secure Connection Private Limited

(Rs. in Lacs)

Sr. No.	Nature of Transaction	As at September 30, 2016	As at March 31,				
			2016	2015	2014	2013	2012
1.	Transaction with Directors						
A.	Ketan C Patel						
	Opening Balance {Cr./ (Dr)}	249.01	277.94	202.49	246.32	147.89	202.09
	Loan Taken	223.84	829.00	683.36	663.88	623.39	167.35
	Loan repaid(Including Interest)	324.41	857.93	607.91	707.71	524.96	221.55
	Closing Balance {Cr./ (Dr)}	148.44	249.01	277.94	202.49	246.32	147.89
	Commission Paid	-	-	-	4.00	-	-
	Interest Paid	3.71	29.15	10.68	19.15	14.33	14.39
	Remuneration paid to Director	15.62	31.28	28.43	26.78	22.48	19.80
B.	Vijay K Advani						
	Opening Balance {Cr./ (Dr)}	13.30	13.30	12.80	13.19	9.89	11.50
	Loan Taken	0.65	1.30	1.80	1.30	3.69	9.89
	Loan repaid(Including Interest)	1.30	1.30	1.30	1.69	0.39	11.50
	Closing Balance {Cr./ (Dr)}	12.65	13.30	13.30	12.80	13.19	9.89
	Interest Paid	0.72	1.44	1.44	1.44	1.33	1.15
	Remuneration paid to Director	8.31	16.76	15.14	12.97	12.25	10.58
2	Transaction with Relatives of Directors						
A.	Purvi K Patel						
	Opening Balance {Cr./ (Dr)}	-	-	50.00	-	-	-
	Loan Taken	-	-	-	50.00	-	-
	Loan repaid(Including Interest)	-	-	50.00	-	-	-
	Closing Balance {Cr./ (Dr)}	-	-	-	50.00	-	-
	Salary paid	7.33	15.51	13.93	12.44	7.54	5.27
B.	Hema Advani						
	Salary paid	1.76	3.76	3.36	2.83	2.60	2.22
	Commision Paid	-	-	-	2.00	-	-
C.	Priti Advani						
	Salary paid	1.65	3.52	3.16	2.65	2.44	2.08
	Commision Paid	-	-	-	6.00	-	-
D.	Nidhi Patel						
	Opening Balance {Cr./ (Dr)}	-	-	-	-	-	-
	Loan Taken	12.07	-	-	-	-	-
	Loan repaid(Including	-	-	-	-	-	-

Sr. No.	Nature of Transaction	As at September 30, 2016	As at March 31,				
			2016	2015	2014	2013	2012
	Interest)						
	Closing Balance {Cr./ (Dr)}	12.07	-	-	-	-	-
	Interest Paid	0.07	-	-	-	-	-
E.	Ketan Patel HUF						
	Opening Balance {Cr./ (Dr)}	-	-	-	-	-	-
	Loan Taken	60.31	-	-	-	-	-
	Loan repaid(Including Interest)	-	-	-	-	-	-
	Closing Balance {Cr./ (Dr)}	60.31	-	-	-	-	-
	Interest Paid	0.14	-	-	-	-	-
3	Transaction with Companies in which Director is significantly influenced						
A.	Secure Connection Private Limited						
	Advance to Vendor	173.14	-	-	-	-	-

CAPITALISATION STATEMENT AS AT SEPTEMBER 30, 2016

ANNEXURE– T

(Rs. in Lacs)

Particulars	Pre Issue	Post Issue
Borrowings:		
Short-term	2,082.85	
Long-term (A)	244.74	
Total debts (B)	2,327.60	
Shareholders' funds		
Share capital	200.00	
Reserve and surplus	869.05	
Total shareholders' funds (C)	1,069.05	
Long term debt / shareholders' funds (A/C)	0.23	
Total debt / shareholders' funds (B/C)	2.18	

- **Pre issue – details shall be as at stub period**
- **Post issue – details shall be post IPO**

Notes:

1. Short term Debts represent which are expected to be paid/ payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes instalments of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30/09/2016.
4. The Company has issued bonus shares in the ratio of 1:1 (1 share bonus for Every 1 shares held in Company) dated 31/01/2017 to all existing shares holders.

STATEMENT OF TAX SHELTERS

ANNEXURE – XXIX

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Profit before tax, as restated (A)	68.64	122.53	111.71	219.73	135.12	81.61
Tax Rate (%) (B)	33.06	33.06	32.45	32.45	32.45	30.90
Tax at notional rate on profits : C =(A*B)	22.63	40.51	36.24	71.30	43.84	25.22
Adjustments :						
Permanent differences						
Expenses disallowed under Income Tax Act, 1961	0.31	0.73	2.04	0.91	0.93	5.07
Total permanent differences (D)	0.31	0.73	2.04	0.91	0.93	5.07
Timing differences						
Difference between tax depreciation and book depreciation	0.18	6.29	18.02	2.03	1.58	(4.15)
Difference due to expenses disallowable u/s 40		1.29				1.17
Gratuity Expenses Disallowed under Section 40A(7)	5.71	1.00	12.46	1.77	4.94	7.94
Profit on sale of Fixed assets	-	-	-	-	-	(1.33)
Total timing differences (E)	5.89	8.58	30.48	3.81	6.51	3.62
Net adjustments F = (D+E)	6.20	9.31	32.52	4.72	7.44	8.69
Tax expense / (saving) thereon G=(F*B)	2.04	3.01	10.55	1.53	2.41	2.68
Tax Liability, After Considering the effect of Adjustment H=(C +G)	24.67	43.52	46.79	72.83	46.25	27.90
MAT Credit Utilized	-	-	-	-	-	-
Tax Liability, After Considering the effect of MAT Credit	24.74	43.59	46.79	72.82	46.26	27.91
Book Profit as per MAT *(I)	68.64	122.54	111.69	219.74	135.12	81.62
MAT Rate (J)	20.39	20.39	20.01	20.01	20.01	19.06
Tax liability as per MAT K=(I*J)	13.99	24.98	22.34	43.96	27.03	15.55
Current Tax being Higher of H or K (L)	24.74	43.59	46.79	72.82	46.26	27.91
MAT Credit Entitlement (M)		-	-	-	-	-
Total Tax expenses N=(L+M)	24.74	43.59	46.79	72.82	46.26	27.91
Total Tax as per Return of Income (Before Interest under Section 234A,B and C of Income Tax Act, 1961)	Not filed	55.43	46.65	60.85	46.02	26.42
Tax paid as per “normal” or	Not filed	Normal	Normal	Normal	Normal	Normal

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
“MAT”						

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns of respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc has been adjusted in the tax liability of the year to which the liability pertains.
2. The figures for the year ended September 30, 2016 are based on the provisional computation of Total Income prepared by the Company
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

Restatement Summary of contingent Liabilities:

ANNEXURE – V

(Rs. in Lacs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Contingent liability in respect of						
Outstanding TDS default	0.07	0.07	0.07	0.07	0.07	0.07
Outstanding tax demand with respect to MVAT FY 09-10	1.65	1.65	1.65	1.65	1.65	1.65
Outstanding Tax Demand with Respect to CIT Appeal Order - Assessment Year 2009-10(Order dated 14/10/2016)	6.10	6.10	6.10	6.10	6.10	6.10
Outstanding tax demand with respect to income tax AY 08-09	5.51	5.51	5.51	5.51	5.51	5.51
Bank Guarantee	15.25	2.00	1.00			
Total	28.58	15.33	14.33	13.33	13.33	13.33

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above contingent liabilities has been prepared by the company and examined by us through information to the extent made available by the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the financial years ended March 31, 2016, 2015 and 2014 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "*Financial Statements as Restated*" on page 173 of this Draft Red Herring Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "*Risk Factors*" and "*Forward-Looking Statements*" on pages 19 and 18, of this Draft Red Herring Prospectus beginning respectively.

The Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects the analysis and discussion of our financial condition and results of operations for the financial years ended March 31, 2016, 2015 and 2014 respectively and period of six months ended on September 30, 2016.

OVERVIEW

Incorporated in 2004, our Company is engaged in the business of distribution of IT products, Imaging, Lifestyle and Telecom products. The registered office of our Company is situated at Boriwali, Mumbai. We also operate out of our 20 branches covering the geographical territories of the country.

Our Company commenced its operations with distribution of IT products. We started with distribution of Microsoft hardware, Epson Printers, AOC TFT Monitor and continued adding newer products/brands to our portfolio, which is evident from the turnover achieved of Rs 19878.68 lakhs during the financial year 2015-16 as compared to turnover of Rs 18462.27 lakhs during the financial year 2014-15.

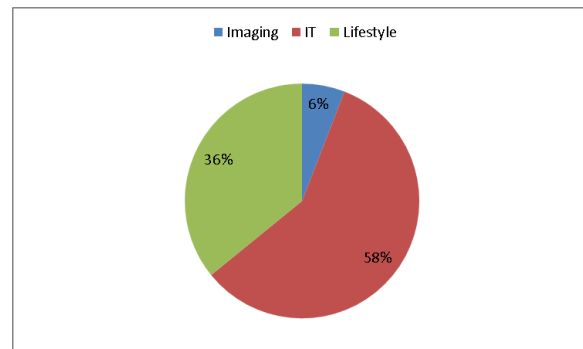
Engaged in distribution business, our Company has partnered with a number of renowned brands for distribution in the country such as Adata Technology Co Limited, Shanghai Liwei Electronics Co Limited, Creative Technology Limited, Rapoo Technologies Limited, CISCO Consumer Products PTE Limited, Nedis BV, Lino Manfrotto + Co S.p.a, Transcend Information Inc, ViewSonic International Corporation, Clouddtail India Private Limited, Olympus Corporation, Belkin Inc, Zioncom (Hong Kong) Technology Limited, TPV Technology India Private Limited, Apple India Private Limited, Sennheiser Electronics India Private Limited, GoPro Cooperatief U.A. and Samsung India Electronics Private Limited specialising in IT, Lifestyle, Imaging and telecom products. Ours is a broad based distribution model which is based on multiple products and multiple brand strategy. The focus is to capture a considerable market share in each of the product categories. This helps us make our offering complete to our channel partners. It also spreads our market risks arising out of fluctuation in the market shares of various brands besides helping us to achieve economies of scale.

Our Company operates in the indirect sales model and we play the role of supply chain consolidator between several IT manufacturers and many IT channel partners. We operate with a dealer network of around 6,000 dealers. We act on a principal to principal basis, purchasing in bulk from the vendors and further down selling them to resellers/sub-distributors/ system integrators and retailers. We purchase

from vendors and sell only to channel partners who are typically corporate resellers, retailers and systems integrators.

Our Company is engaged in providing distribution services of both volume business and value business products. Products which fall in the volume business segment are typically fast moving high volume products of leading brands in respective product category such as AOC/Samsung monitors etc. Since the product / brands are well established, the distributors mainly play a connecting role while the primary responsibility for demand generation lies with the vendor. We support the vendor's demand generation activities through trade marketing. The key deliverables here are logistics and inventory management, credit and delivery at cost effective prices to the customers. Volume business require stocking across branches and is working capital intensive. Products which fall in value business segment are typically high end, high value products. These are sold as part of entire package to corporates / individuals which would enable them to have a complete IT solution. The selling cycles are longer and many solutions require products from multiple brands. Our Company also provides value added services to vendors and customers of value businesses segment.

Engaged in distribution of IT products, Imaging, Lifestyle and telecom products, our Company has recorded turnover of Rs 11567.05 lakhs in IT products, Rs 1170.87 lakhs in Imaging products and Rs 7124.38 lakhs in Lifestyle and telecom products.



SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

1. The Company got converted into a public limited Company vide a fresh Certificate of Incorporation dated March 1, 2017
2. The Board of Directors passed a resolution for an Initial Public Offer in their meeting held on March 1, 2017
3. The Shareholders of the Company passed a special resolution for Initial Public Offer in their meeting held on March 1, 2017

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factors” beginning on page 19 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- High Working Capital cycle
- Dependency on brand of vendors
- Competition from organised and unorganised players
- Termination or non renewal of Distribution agreement with vendors
- Change in government policies/regulations

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the restated financial results of our Company for period of six months ended on September 30, 2016 and the financial years ended March 31 2016, 2015 and 2014.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues

Income from operations:

Our principal component of income is from distribution of IT products, Imaging, Lifestyle and telecom products.

Other Income:

Our other income consist of interest on fixed deposit receipts, export incentives, etc.

Amount (Rs. In Lakhs)

Particulars	September 30, 2016	Till March 31,		
		2016	2015	2014
Revenue from Operations	9,096.69	19,862.30	18,447.81	13,967.95
% of Total Income	99.94%	99.92%	99.92%	99.67%
Other Income	5.29	16.39	14.46	46.57
% of Total Income	0.06%	0.08%	0.08%	0.33%
Total Income (A)	9,101.98	19,878.68	18,462.27	14,014.52

EXPENDITURE

Our total expenditure primarily consists of purchase of goods, changes in inventories of stock in trade, employee benefit expenses, finance costs, depreciation and other expenses.

Direct Expenditure

Our direct expenditure includes purchase of goods, changes in inventories of stock in trade, etc.

Employee Benefit Expense

It includes salaries, wages and bonus, leave encashment, contribution to ESIC, provident fund, gratuity, directors remuneration, staff medical insurance and staff welfare expense.

Change in Inventories

Change in inventories includes change in inventories of stock in trade.

Financial Cost

Our financial cost includes interest expenses on loan, interest on car loan, bank charges, processing charges, buyers credit and bank guarantee charges, etc.

Depreciation

Depreciation includes depreciation on tangible assets. Ours is an asset light model as we are into distribution of branded goods.

Other Expenses

Other expenses include telephone expenses, printing expense, auditors remuneration, rent expenses, insurance expenses, legal and professional charges, donation, subscription charges, sales and promotion expense, etc.

Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Particulars	For the Period ended		For the Year ended March 31,					
	September 30, 2016		2016		2015		2014	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue from operations	9,096.69	99.94%	19,862.30	99.92%	18,447.81	99.92%	13,967.95	99.67%
Other income	5.29	0.06%	16.39	0.08%	14.46	0.08%	46.57	0.33%
Total Revenue (I + II)	9,101.98	100.00%	19,878.68	100.00%	18,462.27	100.00%	14,014.52	100.00%
Expenses:								
Purchase of stock in trade	9413.71	103.42%	17894.49	90.02%	17181.96	93.07%	12596.36	89.88%
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	(966.55)	(10.62)%	415.82	2.09%	(170.00)	(0.92)%	185.49	1.32%
Employee benefits expense	283.22	3.11%	638.87	3.21%	618.76	3.35%	455.96	3.25%
Finance costs	135.87	1.49%	335.75	1.69%	220.15	1.19%	200.32	1.43%
Depreciation and amortization expense	6.91	0.08%	21.43	0.11%	37.49	0.20%	18.27	0.13%
Other expenses	160.18	1.76%	450.30	2.27%	462.20	2.50%	338.39	2.41%
Total expenses	9033.33	99.25%	19756.65	99.39%	18350.58	99.40%	13794.78	98.43%
Profit before tax (VII- VIII)	68.64	0.75%	122.03	0.61%	111.69	0.60%	219.74	1.57%
Exceptional Items(Prior Period Expense)	-		-		-		-	-
Extraordinary Items	-		-		-		-	-
Tax expense:								
(1) Current tax	24.74	0.27%	58.23	0.29%	47.13	0.26%	60.85	0.43%
(2) Short/(Excess) Provision of Earlier Year	-	-	-	-	1.59	0.01%	1.24	0.01%
(3) Deferred tax	(1.95)	(0.02)%	(2.69)	(0.01)%	(11.91)	(0.06)%	(1.23)	(0.01)%
Profit (Loss) for the period (XI + XIV)	45.84	0.50%	67.00	0.34%	76.48	0.41%	158.53	1.13%

REVIEW OF SIX MONTHS ENDED SEPTEMBER 30, 2016

INCOME

Income from operations

Our income from operations was Rs. 9,096.69 lakhs which is about 99.94% of our total revenue for the period of six months ended on September 30, 2016.

Other income

Our other income was Rs. 5.29 lakhs which consists of majorly of interest on fixed deposit receipts.

EXPENDITURE

Direct expenditure

Our direct expenditure was Rs. 8,447.16 lakhs which is 92.81% of our total revenue for the period of six months ended September 30, 2016. The direct expenditure includes purchase of goods including cost of freight, currency fluctuations, taxes, transportation and net of discount and incentive of purchases and changes in inventories of finished goods.

Employee benefit expenses

Our employee benefit expenses were Rs. 283.22 lakhs which was 3.11% of our total revenue for the period of six months ended September 30, 2016 and comprised of salaries, leave encashment, contribution to ESIC, provident fund, gratuity, directors remuneration, staff medical insurance and staff welfare expense.

Finance cost

Our finance cost which consists of interest expenses on loan, interest on car loan, bank charges, processing charges, buyers credit and bank guarantee charges, etc. was Rs. 135.87 lakhs which is 1.49% of our total revenue for the period of six months ended September 30, 2016.

Depreciation

Depreciation and amortisation expenses were Rs. 6.91 lakhs which is 0.08% of our total revenue for the period of six months ended September 30, 2016.

Other expenses

Our other expenses were Rs. 160.18 lakhs which is 1.76% of our total revenue for the period of six months ended September 30, 2016. Other expenses include telephone expenses, printing expense, auditors remuneration, rent expenses, insurance expenses, legal and professional charges, donation, subscription charges, sales and promotion expense, etc.

Profit before tax

Our Profit before tax was Rs. 68.64 lakhs which is 0.75% of our total revenue for the period of six months ended September 30, 2016.

Net profit

Our Net profit after tax was Rs. 45.84 lakhs which is 0.50% of our total revenue for the period of six months ended September 30, 2016.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

INCOME

Revenue from Operations

Amount (Rs. In Lakhs)

Particulars	2015-16	2014-15	Variance
Operating Income	19,862.30	18,447.81	7.67%

The operating income of the Company for the financial year 2015-2016 was Rs. 19,862.30 lakhs as compared to Rs. 18,447.81 lakhs for the financial year 2014-2015; showing a increase of 7.67%. The increase was in lines with our operations and due to addition of products in our current product portfolio. During the financial year 2015-16, our Company has also entered into distribution agreements with Sennheiser Electronics India Private Limited, Gopro Cooperatief U.A, Transcend Information Inc, ViewSonic International Corporation, Shanghai Liwei Electronics Co Limited and Zioncom (Hong Kong) Technology Limited.

Other Income

Other Income of the Company for the financial year 2014-15 was Rs. 14.46 lakhs which increased to Rs. 16.39 lakhs during the financial year 2015-16. The increase was mainly due to increase in interest income on fixed deposit receipts.

DIRECT EXPENDITURE

Amount (Rs. In Lakhs)

Particulars	2015-16	2014-15	Variance
Purchase of stock in trade	17894.49	17181.96	4.15%
Changes in inventories of finished goods, traded goods and work in progress	415.82	(170.00)	(344.60)%

The direct expenditure increased from Rs. 17,011.97 lakhs in financial year 2014-15 to Rs. 18,310.30 lakhs in financial year 2015-16 showing a increase of 7.63% over the previous year. The increase was due to increase in purchase of stock in trade. The change in inventory was due to opening stock at the beginning of financial year 2015-16.

ADMINISTRATIVE AND EMPLOYEE COSTS

Amount (Rs. In Lakhs)

Particulars	2015-16	2014-15	Variance
Employee Benefit Expenses	638.37	618.76	3.17%

Employee Benefit Expenses in financial year 2015-16 have increased by 3.17% to Rs. 638.37 lakhs as against Rs. 618.76 lakhs in financial year 2014-2015. The increase was due to increase in salary and wages and directors remuneration, increase in statutory contributions and staff welfare expenses.

FINANCE COSTS

The finance costs for the Financial Year 2015-16 increased from Rs. 335.75 lakhs in the financial year 2014-15 to Rs. 220.15 lakhs showing a increase of 52.51%. The increase was due to increase in interest expenses, buyers credit and bank guarantee charges.

DEPRECIATION

Depreciation for the year financial year 2015-16 decreased to Rs. 21.43 lakhs as compared to Rs. 37.49 lakhs for the financial year 2014-15.

PROFIT BEFORE TAX

Amount (Rs. In Lakhs)

Particulars	2015-16	2014-15	Variance
Profit Before Tax	122.54	111.69	9.71%

The Profit before tax has increased from Rs. 122.54 lakhs to Rs. 111.69 lakhs showing an increase of 9.71%. The same was achieved due to improvement of operational capabilities.

PROVISION FOR TAX AND NET PROFIT

Amount (Rs. In Lakhs)			
Particulars	2015-16	2014-15	Variance
Taxation Expenses	55.54	35.21	57.71%
Profit after Tax	67.00	76.48	(12.39)%

Profit after tax decreased from Rs 76.48 lakhs for the financial year 2014-15 to Rs 67.00 lakhs for the financial year 2015-16. The decrease was due to provision of gratuity expense and deferred taxes.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014

INCOME

Income from Operations

Amount (Rs. In Lakhs)			
Particulars	2014-15	2013-14	Variance
Operating Income	18,447.81	13,967.95	32.07%

The operating income of the Company for financial year 2014-2015 is Rs. 18,447.81 lakhs as compared to Rs. 13,967.95 lakhs for the financial year 2013-2014 showing an increase of 32.07%. The increase in revenue was due to increase in sale of our products. The increase was in lines with our operations and due to addition of products in our current product portfolio. During the financial year 2014-15, our Company has also entered into distribution agreements with Lino Manfrotto + Co S.p.a.

Other Income

Our other income decreased by 68.95% for the Financial Year 2014-2015 as compared to 2013-14. The decrease was due to decrease in interest income and export incentives.

DIRECT EXPENDITURE

Amount (Rs. In Lakhs)			
Particulars	2014-2015	2013-2014	Variance
Purchase of stock in trade	17181.96	12596.36	36.40%
Changes in Inventories of stock in Trade	(170.00)	185.49	(191.65)%

The direct expenditure has increased from Rs. 12,781.85 lakhs in Financial Year 2014-2015 to Rs. 17,011.97 lakhs in Financial Year 2013-2014 showing an increase of 33.09% over the previous year. The increase was due to increase in purchases of stock in trade.

ADMINISTRATIVE AND EMPLOYEE COSTS

Amount (Rs. In Lakhs)			
Particulars	2014-2015	2013-2014	Variance
Employee Benefit Expenses	618.76	455.96	35.71%

There is an increase in employee benefit expenses from Rs. 455.96 lakhs to Rs. 618.76 lakhs in the year 2014-15. The increase was due to increase in salary and wages and directors remuneration, increase in statutory contributions and staff welfare expenses. The increase was mainly due to increase in number of employees.

FINANCE COSTS

The finance costs for the period Financial Year 2014-2015 have increased to Rs. 220.15 lakhs from Rs. 200.32 lakhs in Financial Year 2013-14. The increase was due to increase in interest expenses, bank charges, increase in interest on loans, buyers credit and bank guarantee charges.

DEPRECIATION

Depreciation expenses for the Financial Year 2014-2015 have increased to Rs. 37.49 lakhs as compared to Rs. 18.27 lakhs for the Financial Year 2013-2014. The increase was mainly due to change in depreciation rates on the applicability of Companies Act, 2013.

PROFIT BEFORE TAX

<i>Amount (Rs. In Lakhs)</i>			
Particulars	2014-2015	2013-2014	Variance
Profit Before Tax	111.69	219.74	(49.17%)

There was a decrease in profit before tax for the year 2014-15 showing a decrease of 49.17% over the previous financial year.

PROVISION FOR TAX AND NET PROFIT

<i>Amount (Rs. In Lakhs)</i>			
Particulars	2014-2015	2013-2014	Variance
Taxation Expenses	35.21	61.21	(42.47%)
Profit after Tax	76.48	158.53	(51.76%)

Profit after tax decreased from Rs 158.35 lakhs for the financial year 2014-15 to Rs 76.48 lakhs for the financial year 2015-16. The decrease was due to provision of gratuity expense.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled “*Risk Factors*” beginning on page 19 of this Draft Red Herring Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the section titled “*Risk Factors*” beginning on Page 19 of this Draft Red Herring Prospectus to our knowledge there are no known trends or uncertainties that have or had or

are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. Future relationship between Costs and Income

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and changes in technologies.

5. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

Increase in revenue is by and large linked to introduction of new products or services or increased prices by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in distribution industry. Relevant industry data, as available, has been included in the chapter titled "*Our Industry*" beginning on page 98 of this Draft Red Herring Prospectus.

7. Status of any publicly announced new products/projects or business segments

Our Company has not announced any new projects or business segments, other than disclosed in the Draft Red Herring Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal. However, there has been a trend of increased volumes during festive months of between September and March.

9. Any significant dependence on a single or few suppliers or customers

Particulars	Customers	Suppliers
Top 5 (%)	15.28	47.05
Top 10 (%)	22.51	52.79

10. Competitive Conditions

We face competition from various domestic and international players. There are also many unorganized and fragmented, small and medium-sized companies and entities. For further details, please refer to the chapter titled, Our Business beginning of page 121 of this Draft Red Herring Prospectus.

FINANCIAL INDEBTNESS

Our Company utilizes various credit facilities from banks, for conducting its business. Set forth below is a brief summary of our Company's secured borrowings from banks together with a brief description of certain significant terms of such financing arrangements.

SECURED LOAN

Note: Loan amounting to Rs. 1,200.00 lakhs out of aggregate Rs. 2,600.00 lakhs availed from HDFC Bank Limited vide sanction letter dated February 3, 2016 is partially taken over by Axis Bank.

Additional loan facilities are provided by Axis Bank as a sublimit of 1,200 lakhs as mentioned above and LER limit of Rs. 100 lakhs in addition to 1,200.00 lakhs.

1. Loan from Axis Bank as per latest Sanction letter dated September 22, 2016 and agreement dated October 14, 2016.

(Rs. In Lakhs)

Sr. No.	Particulars	Limit
1.	Cash Credit (Partial Takeover from HDFC Bank)	700.00
2.	LC (Partial Takeover from HDFC Bank)	500.00
3.	Buyers Credit	(500.00)
4.	BG (Sublimit of LC)	(500.00)
5.	SBLC (Sublimit of LC)	(500.00)
6.	LER (Sublimit of LC)	(200.00)
7.	Counter Guarantee	(500.00)
8.	LER	100.00
	Total	1,300.00

The following are the terms and Conditions as per latest Sanction letter

Facility	Cash Credit (Partial Takeover from HDFC Bank)
Limit	Rs. 700.00 Lakhs
Purpose	Working Capital Requirement
Tenor	One year, but repayable on Demand
Security	As mentioned below in <i>Table A</i>
Margin	Stocks- 25% Book Debts (Cover period 90 days)- 25%
Interest	11.20% p.a. Axis bank 6 Months MCLR is at 9.20% p.a. at present

Facility	Letter of Credit Limit (By way of partial takeover from HDFC Bank)
Limit	Rs. 500.00 Lakhs
Purpose	Purchasing of trading goods/ Import of goods
Usance Period	Upto 120 days
Security	As mentioned below in <i>Table A</i>
Commission	1.20% p.a.
Margin	10% to be collected upfront and kept in TDR with Bank's lien noted thereon

Facility	Bank Guarantee as a sub- limit of LC limit
Limit	Rs. 500.00 Lakhs
Purpose	Financial/ Performance in lieu of advance/ Deposit with Govt. Deapartments/ Business Purpose
Security	i. Counter guarantee of the borrower ii. All the primary/ collateral securities stipulated for LC limits will also be extended to cover the guarantee facility
Commission	1.20%
Cash Margin	10% to be collected upfront and kept in TDR with Bank's lien noted thereon
Period	Maximum up to 12 months

Facility	Buyers credit limit as a sub- limit of LC limit
Limit	Rs. 500.00 Lakhs
Purpose	For import of goods
Usance	Combined usance period of LC/ Buyers credit should not exceed 120 days
Security	As mentioned below
Commission	1.20%
Cash Margin	10% to be collected upfront and kept in TDR with Bank's lien noted thereon

Facility	Loan Equivalent Risk (LER)
Limit	Rs. 100.00 Lakhs
Purpose	To hedge business transactions
Commission	-
Margin	25% cash margin to be collected upfront and kept in TDR with Bank's lien noted thereon

Facility	SBLC as a sublimit of LC limit
Amount	RS. 500.00 Lakhs
Purpose	For import of goods
Security	As mentioned below
Commission	1.20%p.a
Tenor	Maximum 1 year
Margin	10% to be collected upfront and kept in TDR with Banks lien noted thereon

Facility	One time CBG as a sub- limit of LC limit
Limit	Rs. 500.00 Lakhs
Purpose	For partial takeover of NFB limits from HDFC
Security	As mentioned below
Commission	50% of banks standard charges
Tenor	As per existing schedule of LC/BG/SBLC/BC to be taken over

Facility (H)	Loan Equivalent as a sub- limit of LC limit
Limit	Rs. 200.00 Lakhs
Purpose	To hedge business transactions only
Security	As stipulated for letter of credit Facility
Tenor	Maximum 1 year

Security Structure for the Credit Facility

Primary

For working capital limit

- First pari passu charge along with HDFC Bank on entire current assets of the company, present and future

For Non Fund Based Limits

- First pari passu charge along with HDFC Bank on entire current assets of the company, present and future
- 10% cash margin for NFB limits
- 25% cash margin for LER limits

Collateral (Common for FB & NFB limits)

First pari passu charge with HDFC Bank by way of hypothecation of movable and immovable fixed asset and mortgage over below mentioned properties:

Particulars
Flat No 801/B, LT Road, Pratap Heritage owned by Ketan and Purvi Patel
Flat No A/7, SVP Raod, Nikunj CHS owned by Ketan Patel
Office no 102, Disha Residency, Khetwadi Road, Mumbai
*FDR of Rs. 38.00 Lakhs

*Exclusive for limits of Axis Bank

Collateral security cover (IP+CM) of 30% shall be maintained at any point of time.

Guarantee

- **Personal Guarantee**

Sr. No	Name
1.	Mr. Ketan Patel
2.	Mrs. Purvi Patel

Personal guarantee of third party property owner Mr. Hiten Kothari to be also obtained

Key Covenants:

- a) Invest by way of share capital in or lend or advance funds to place deposits with any other concerns, except in normal course of business or as advances to employees.
- b) Undertake guarantee obligations on behalf of any other borrower or any third party except in normal course of its business.
- c) Formulate any scheme of amalgamation with any other borrower / third party or reconstitution any borrower or third party.
- d) Withdraw monies brought in by key promoter/ depositors.
- e) Implement any scheme of expansion or acquire fixed assets of substantial value, other than the envisaged project.
- f) Effect any change in management & Capital structure.
- g) Enter into borrowing arrangement either secured or unsecured with any other bank or financial institutions, company or otherwise.
- h) Grant Loans to Promoter/ associates and other companies.

- i) Make any repayment of the loans and deposits and discharge other liabilities except those shown in the funds flow statement submitted from time to time.
2. **Loan from HDFC Bank Limited as per latest Sanction letter dated September 22, 2016 and agreement dated October 14, 2016.**

Rs. In Lakhs

Particulars	Fund based		
Nature of Facility	Cash Credit	Invoice Discounting	Letter of Credit
Amount (in Rs.) as per latest Sanction letter dated February 03, 2016	1500	200	900
Sub Limit	-	-	Bank Guarantee (700) Buyers Credit (700) SBLC (400) Invoice Discounting (200) PSR (150)
Purpose	Working Capital		
Rate Of Interest as per latest Sanction letter dated February 03, 2016	11.20% (base rate+ 1.9%)	10.95 (base rate+ 1.65%)	1.2% per annum
Repayment	1 year	Maximum 90 days	Maximum 120 days
Primary Security	Hypothecation by way of first and exclusive charge on all present and future stocks and book debts.		
Collateral Security	- B/801, Pratap Heritage, LT Road, SVP Road, Borivali West, Mumbai - A/7, Nimish Kunj CHS, SVP Road, Borivali West, Mumbai -215, Mandapeshwar Industrial Estate, Off SV Road, Borivali West, Mumbai - Flat No 102,, 1st Floor, Disha Residency, Bldg no 19, Khetwadi Road No12, Mumbai 4C1C10 - FDR of Rs 83 Lakhs		
Guarantee	PG of Mr. Ketan Patel, Mrs. Purvi Patel and all property owners to be on record		
Outstanding as on September 30, 2016	Rs. 1,584.03 lakhs		

Key Restrictive Covenants:

- a) All future borrowings by the Borrower would be with prior written permission of HDFC Bank.
- b) Guarantors not to issue any Personal Guarantee for any other loans without prior written permission of HDFC Bank except for Car Loans, Personal loans, Home loans, Education loans to be obtained for self and family members.
- c) Borrower would not divert any funds to any other purpose and launch any new scheme of expansion/business without prior permission of HDFC Bank

- d) The company shall not transfer, sell, lease, grant on license or create any third party interest of any nature whatsoever on the Security without the prior written consent of the Bank.

3. Loan from ICICI Bank as per latest Sanction letter dated May 24, 2014

Rs. In Lakhs

Particulars	Fund based
Nature of Facility	Auto Loan
Amount (in Rs.)	Rs. 10.80 lakhs
Tenure	36 Months
Rate Of Interest as per latest Sanction letter dated April 27, 2016	10.99% p.a
Equated Monthly Installment	Rs. 0.35 lakhs
Outstanding as on September 30, 2016	Rs. 2.31lakhs

4. Loan from LIC of India as per latest Sanction letter

Particulars	Fund based
Nature of Facility	Business Loan
Securities Offered	Keyman Insurance Policy
Outstanding as on September 30, 2016	Rs. 8.95 lakhs

UNSECURED BORROWINGS

1. Loan from X10 Financial Services Ltd as per latest Sanction letter dated April 27, 2016 and agreement dated July 14, 2015.

Rs. In Lakhs

Particulars	Fund based
Nature of Facility	Working Capital Facility
Amount (in Rs.) as per latest Sanction letter dated	400.00
Rate Of Interest as per latest Sanction letter dated April 27, 2016	17% p.a
Repayment	On Due Date
Personal Guarantee	Ketan Chhaganlal Patel
Outstanding as on September 30, 2016	Rs. 498.82 lakhs

Key Restrictive Covenants:

- a) Change in Control and constitution of the Borrower and/or the Obligors:
- Any change in Control or constitution of the Borrower and/or the Obligor shall be subject to the Agent's prior consent. The Borrower hereby further agrees and un-dertakes that it will not recognise any transfer of shares or other securities, or issue any shares or other securities which will result in its majority shareholder, directly or indirectly, ceasing to hold at least 51% (fifty percent), of any class of the share capital of the Borrower (on a fully diluted basis), or the voting power or any beneficial interest in the Borrower, till Repayment of the Outstanding Amounts to the Finance Parties.
 - None of the corporate Obligor(s) (as may be applicable) shall, change its constitution or its capital structure (including any secondary transfer) except with the prior written consent of the Agent nor

shall any of the corporate Obligors (as may be applicable) make any further issuances of shares, preference shares or warrants or any other instrument having same effect to any person without prior written approval of the Agent.

Sr. No	Name of Lender	Loan Amount (Rs. In Lakhs)
1.	Ketan C Patel	148.45
2.	Vijay Advani	12.65
3.	Nidhi K Patel	12.06
4.	Ketan Patel HUF	60.31
	Total	233.47

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters, or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on February 28, 2017 determined that outstanding dues to creditors (other than for expenses) in excess of Rs. 2.00 lakhs as per last audited financial statements shall be considered as material dues (“Material Dues”).

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies, would be considered ‘material’ for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds 1.00 lakhs as determined by our Board, in its meeting held on February 28, 2017.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered ‘material’ only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Unless otherwise stated to contrary, the information provided is as of date of this Draft Red Herring Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

1. M/s SHARVIL SOLAR SYSTEMS PRIVATE LIMITED, THROUGH JITENDRA GUPTA (DIRECTOR), MAHENDRA K GUPTA AND INDIRA J. GUPTA V. CREATIVE PERIPHERALS AND DISTRIBUTION PRIVATE LIMITED, KETAN CHHAGANLAL PATEL (PROMOTER-MANAGING DIRECTOR) AND VIJAY KIMATRAI ADVANI (DIRECTOR)

Creative Peripherals and Distribution Private Limited (hereinafter referred to as “**Accused – 1 Company**”) is a company of which Ketan Chhaganlal Patel (hereinafter referred to as “**Accused – 2**”) is Managing Director and Promoter and Vijay Kimatrai Advani (hereinafter referred to as “**Accused – 3**”) is the Director. Both Accused -2 and 3 are responsible for the management of the day to day business of Accused – 1 Company. On June 22, 2010 Accused – 1 Company entered into leave and licence Agreement (hereinafter referred to as the “**Agreement**”) for a period of 36 months with effect from June 22, 2010 with M/s Sharvil Solar Systems Private Limited (hereinafter referred to as “**Complainant - 1**”) in respect to premises comprising RCC Construction situated at Plot No. 78, Road No. 2, Sector 1/S, New Panvel (East), Navi Mumbai – 410 206 (hereinafter referred to as the “**Property**”). The monthly licence fees was decided of Rs. 60,000/- along with security deposit of Rs. 3,60,000/- as per Agreement. The Agreement was signed by duly authorised signatory Ketan P. Gohil on behalf of Accused – 1 Company. The Agreement was not registered. A fresh Agreement dated November 16, 2011 was executed between the same parties for remaining period of 20 months with effect from October 22, 2011. The monthly licence fee was increased to Rs. 64,500/- vide this agreement. This fresh Agreement was registered with the Office of Sub-Registrar, Panvel at serial No. 14407/2011. Accused Company issued a letter dated May 25, 2012 to the Complainant Company for vacation of Property from July 24, 2012 and also demanded refund the security deposit at the time of handover. The Complainant demanded a total amount payable of **Rs. 9,95,411/-** from accused as follows:

1. Rs. 2,50,000/- payable towards damage of property including damage to furniture and fixture
2. Rs. 3,500/- payable towards electricity and water charges
3. Rs. 7,41,911/- payable towards license fees for balance lock-in period.

The Accused found the amount unreasonable and filed a criminal complaint no. CC85/SW/2013 under Section 406 and Section 34 of IPC followed by an application for compounding of case against the Complainant before the Metropolitan Magistrate 18th Court, Girgaon, Mumbai. The matter was uncontested and disposed off vide Order November 29, 2013 (hereinafter referred to as the “**Impugned Order**”). Being aggrieved by the Impugned Order the Complainants filed a Criminal Revision Application no. 133 of 2014 under Section 397 of Code of Criminal Procedure, 1973 (Cr. P.C.) before the Court of Sessions for Greater Bombay at Bombay (hereinafter referred to as the “**Sessions Court**”). The Sessions Court passed an order dated September 22, 2014 under Section 397 of Cr. P.C. not interfering with the Impugned Order. The revision application was accordingly dismissed. Being aggrieved by the Order of the Sessions Court, the Complainants filed a Criminal Complaint dated February 5, 2015 under Section 420 and Section 34 of the Indian Penal Code (IPC) before the Court of Judicial Magistrate First Class at Panvel. Mr. Jitendra Gupta, (hereinafter referred to as “**Complainant – 2**”) filed an application dated March 22, 2016 having case no. 95/2015 for compounding of the criminal complaint dated February 5, 2015. The matter is currently pending.

Civil Proceedings

1. BHARATH DHONDU CHAVAN V. CREATIVE PERIPHARALS AND DISTRIBUTION PRIVATE LIMITED AND KETAN CHAGANLAL PATEL (MANAGING DIRECTOR-CUM-CHAIRMAN)

Creative Peripherals and Distribution Private Limited (hereinafter referred to as “**Respondent – 1 or Respondent Company**”) is engaged in the business activities of importing computer parts and selling the same. The Respondents operate through various departments in Mumbai. In each department Respondent Company has employed 6 to 50 employees totalling to more than 150 employees. Ketan Chaganlal Patel (hereinafter referred to as the “**Respondent – 2**”) is the Managing Director-cum-Chairman of Respondent Company. Bharath Dhondu Chavan (hereinafter referred to as the “**Complainant**”) was the store keeper (employee) of Respondent Company from April 18, 2000 to October 1, 2013 drawing a monthly salary of Rs. 11,338/- at the Respondent Company’s office located at Panvel, Navi Mumbai. Respondents vide email dated August 26, 2013 asked the Respondents to join Sketch, Borivili, a sister concern of Respondent – 1 from September 1, 2013. The Complainant denied to the offer of joining sister concern of Respondent – 1. The Complainant was discharging his normal duties till September 30, 2013. Respondent – 2 on September 30, 2013 informed the Complainant that his services were not required and the same were terminated with immediate effect. The Complainant was neither given sufficient notice period nor was heard in the matter. The Complainant has filed a complaint having number ULP 240 of 2013 and an application December 11, 2013 for interim relief under Section 28 (1) read with items 1(b), 1(d), 1(f) of Schedule IV of Maharashtra Recognition of Trade Union and Prevention of Unfair Labour Practices Act, 1971 before 3rd Labour Court at Mumbai. A notice dated December 24, 2013 was issued to Respondent – 1 for attending a personal hearing. The matter is currently pending.

2. M/s J.S. ENTERPRISES (REPRESENTED THROUGH PROPRIETORJASVIR SINGH BHATTY) V. CREATIVE PERIPHERALS AND DISTRIBUTION PRIVATE LIMITED

M/s J.S. Enterprises (proprietorship firm of Jasvir Singh Bhatti and hereinafter referred to as “**Plaintiff**”) has filed a Summary Suit No. 1603 of 2015 dated May 7, 2015 before the Bombay City Civil Court at Bombay Dindoshi Division, Goregaon (hereinafter referred to as the “**Court**”). Creative Peripherals and Distribution Private Limited (hereinafter referred to as “**Defendant**”) have to pay a sum of Rs. 9,75,862/- with further interest at the rate of 24% on the principle amount of **Rs. 9,75,862/-** from August 11, 2012 till the actual payment date. A notice of motion number 3163/2015 in SU 1603/2015 was taken out for condonation of delay in filing written statement. There was delay of 82 days in filing written statement. An objection was raised by the Plaintiff as no explanation was provided for condonation of delay. The Court passed an impugned order dated November 23, 2016 allowing the said notice of motion subject to cost Rs. 2,000/- to be paid by the Defendant and after payment of cost as per order, written statement of defendant is to be taken on record. If the defendant pays the aforesaid cost the order will automatically stand cancelled without reference to court. The Notice of motion was disposed off. The matter in Summary Suit No. 1603 of 2015 is currently pending.

Taxation Matters

INCOME TAX PROCEEDING

1. FOR AY 2008-09

Income Tax Officer issued an intimation under Section 143 (1) of the Income Tax Act, 1961 (hereinafter referred to as the “**Act**”) for tax payable amounting to Rs. 7,94,661/-. A reply for rectification of mistake under Section 154 of the Act was submitted to the Income Tax Officer

dated May 18, 2010 for a mistake of not giving appropriate tax credit and a request was made to issue fresh Intimation under Section 143 (1) of the Act after giving TDS credit. Assistant Commissioner of Income Tax, Income Tax Department (hereinafter referred to as the “**Assessing Authority**”) has issued a notice dated July 13, 2009 under Section 245 read with Section 143 (1) of the Act for an outstanding demand amounting to **Rs. 5,51,487/-**. A reply for rectification of mistake under Section 154 of the Act was submitted to the Assessing Authority dated February 24, 2017 for giving full credit of TDS as stated in the letter dated May 18, 2010.

VALUE ADDED TAX ASSESSMENT PROCEEDING

2. FOR AY 2009-10

Creative Peripherals and Distribution Private Limited (hereinafter referred to as the “**Assessee Company**”) has filed an application in Form No. 316 for cancellation of the original Assessment Order dated February 28, 2014. Deputy Commissioner of Sales Tax, Mumbai (hereinafter referred to as the “**Assessing Authority**”) has accepted the order for cancellation and subsequently cancelled it in Form No. 317 under Section 23 (11) of the Act. The Assessee Company had effected branch transfer to its depot located all over India and identified the goods transferred to branches. The Assessing Authority passed an Assessment Order under Section 23(2) of Maharashtra Value Added Tax Act, 2002 (hereinafter referred to as the “**Act**”) assessing total tax at Rs. 2,89,92,823/- of which payment amounting to Rs. 1,06,92,089/- has been already made by the Assessee Company. Thus balance tax payable by the Assessee Company amounted to Rs. 3,05,793/- plus total interest amounting to Rs. 3,10,589/- that is Rs. 69,777/- under Section 30 (2) of the Act and Rs. 2,40,812/- under Section 30 (3) of the Act. Further a penalty @ 25% was imposed under Section 29 (3) of the Act amounting to Rs. 76,448/-. Thus a total demand amounting to **Rs. 6,92,830/-** was imposed on Assessee Company. The Assessee Company has filed a stay application before Joint Commissioner of Sales Tax (Appeals) I, Mumbai Division (hereinafter referred to as the “**Appellate Authority**”) against Assessment Order passed by the Assessing Authority and was admitted for final hearing on part payment made on August 21, 2015 and September 21, 2015 of Rs. 4,27,563/- and Rs. 1,00,000/- respectively. The Appellate Authority granted stay order on October 6, 2015 for an amount of Rs. 1,65,267/- till the decision of Appeal Petition in the matter. The Appeal is currently pending.

3. FOR AY 2010-11

The Assessing Officer issued notice assessment disallowing set-off of Maharashtra Value Added Tax (MVAT) amounting to **Rs. 1,30,193/-** paid on purchases made by Creative Peripherals and Distribution Private Limited (hereinafter referred to as the “**Assessee Company**”) from M/s Luminous Technologies. The Assessing Officer has additionally levied an interest under Section 30 (3) of the Maharashtra Value Added Tax Act, 2002 (hereinafter referred to as the “**Act**”) at Rs. 1,02,527/- and additional interest under Section 29 (3) of the Act @ 25% amounting to Rs. 32,548/-. Total interest of **Rs. 2,65,268/-** was levied. The Assessee Company has filed an appeal with the Appellate Joint Commissioner of Sales Tax, Appeals – I, Mumbai dated August 22, 2015 and also deposited an amount of Rs. 1,00,000/- as directed while filing of Appeal. The matter is currently pending.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies.

Nil

LITIGATIONS FILED BY OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

1. CREATIVE PERIPHERALS DISTRIBUTION PRIVATE LIMITED V. BHARATKUMAR DUKHAJI DABHI

Creative Peripherals Distribution Private Limited (hereinafter referred to as “**Complainant**”) has filed a Criminal Complaint having case number 1402171/SS/2011 before the Court of Metropolitan Magistrate, 14th Court at Girgaon, Mumbai (hereinafter referred to as “**Court**”) against Bharatkumar Dukhaji Dabhi (hereinafter referred to as “**Accused**”) under Section 138 of Negotiable Instrument Act, 1881 for dishonour of five cheques drawn by the Accused on HDFC Bank Limited in favour of Complainant. The matter is disposed off vide an order dated August 27, 2015 with direction of transfer the said complaint to Metropolitan Magistrate Esplanade, Mumbai. No further case was filed by the Company.

Taxation Matters

1. CREATIVE PERIPHERALS & DISTRIBUTION PRIVATE LIMITED V. ASSISTANT COMMISSIONER OF INCOME TAX, MUMBAI

Creative Peripherals & Distribution Private Limited (hereinafter referred to as the “**Appellant Company**”) is engaged in the business of dealing in computer peripherals and other electronic items. The Assistant Commissioner of Income Tax, Mumbai (hereinafter referred to as the “**Respondent Officer**”) has completed assessment of the Appellant Company under Section 143 (1) of the Income Tax Act, 1961 (hereinafter referred to as the “**Act**”) for AY 2009-10 and found bogus purchases were made during the year amounting to Rs. 1,01,67,848/-. The Respondent Officer (who was then the Assessing Officer) issued notice dated March 22, 2014 under Section 148 of the Act. The Appellant Company was heard in the matter and a final show-cause notice

was issued dated September 22, 2014. The Respondent Officer passed an Assessment Order dated October 30, 2014 under Section 143 (3) read with Section 147 of the Act (hereinafter referred to as the “**Impugned Order**”) disallowing the deduction claimed amounting to Rs. 1,01,67,848/- as bogus purchases, dividend income amounting to Rs. 6,570/-. The net tax payable by the Assessee Company amounted to Rs. 32,12,854/-. Interest amounting to Rs. 22,08,319/- was charged under 234B, Rs. 74,144/- under Section 234C and Rs. 27,377/- under Section 234D as applicable. Penalty proceeding under Section 271(1)(c) are initiated. A notice of demand dated October 30, 2014 under Section 156 of the Act imposing demand of **Rs. 56,74,134/-** has been issued. Another notice was issued by the Respondent Officer dated October 30, 2014 under Section 274 read with Section 271 (1)(c) of the Act directing Appellant Company to appear for personal hearing. The Appellant Company has filed an Appeal dated December 08, 2014 under Section 246A(1) (a) of the Act against the Impugned Order before the Deputy Commissioner (Appeals) of Income Tax and Commissioner of Income Tax – Appeals, Mumbai (hereinafter referred to as the “**Appellate Authority**”). The Appellate Authority passed an order dated October 14, 2016 partly disallowing the claim of bogus purchase and restricted the addition made to Gross Profit i.e. addition of 6% on the bogus purchase of Rs. 1,01,67,848/- which comes to **Rs. 6,10,071/-**. The appeal was partly allowed and the matter is pending payment of amount.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY

Criminal Litigations

For Criminal Litigation against Vijay Kimantrai Advani (Director) and Ketan Chhaganlal Patel (Promoter and Managing Director) please refer the head ‘Litigation against our Company – Criminal Litigation.’

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTER/S

Criminal Litigations

**Ketanlal Chagganlal Patel is the Promoter as well as Director of our Company. For Criminal Litigation against our Promoter, kindly refer the head 'litigation against our Company – Criminal Litigation'.*

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Notice from Ministry of Corporate Affairs, Office of Registrar of Companies, Karnataka to Chip Tech IT Private Limited have to held its Annual General Meeting in respect of the Financial Year 2012-13, 2013-14 and 2014-15 in terms of section 96 of the Companies Act, 2013 and the Directors/officers of

the above named company ought to have laid the Financial Statement for the Financial Years as mentioned above in the Annual General Meeting held on or before 30th September of the same year in accordance with the provisions of section 129 of the Act. Notice is also received by Ketan Patel from MCA as he is a Director of the Chip Tech IT Private Limited as per MCA records. The matter is currently pending.

Penalties in Last Five Years

Nil

Litigation/defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past.

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR GROUP COMPANIES

LITIGATIONS AGAINST OUR GROUP COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Group Companies

Nil

Adverse finding against Group Companies for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR GROUP COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANIES

Our Company has no subsidiaries as on date of this Draft Red Herring Prospectus.

OTHER MATTERS

Nil

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHO'S OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — “Management Discussion and Analysis of Financial Condition and Result of Operation” on page 208 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of September 30, 2016, our Company had 653 creditors (other than for expenses), to whom a total amount of Rs. 1,818.47 lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated February 28, 2017, considered creditors to whom the amount due exceeds Rs. 10.00 lakhs as per our Company's restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Particulars	Amount
Compunics Technologies LLC	213.46
Suntrac System	106.02
Flipkart India Pvt.Ltd.(K.A)- HO	90.67
Reliance Retail Limited - (MH) - HO new	48.46
Arihant Infomatics	47.94
G.C.Enterprises	43.56
Haze Distributors Pvt. Ltd.	31.23
Data Care Corporation	29.29
Park Network Pvt. Ltd.	28.85
Cloudtail India Private Limited-KA	28.12
Orno Computers Pvt. Ltd.	26.69
San Computek	25.78
Shubham Computers	25.39
Hitech Computers	23.37
Rakesh Trading Company	23.03
Bitflight Electronic Systems	22.89
Kalapataru Computer	22.05
Teja Trading.	21.18

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see website of our Company www.ecreativeindia.com.

Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.ecreativeindia.com, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of distribution of IT products, Imaging, Lifestyle and Telecom products, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer chapter “Key Industry Regulations and Policies” on page 130 of this Draft Red Herring Prospectus.

The Company has its business located at:

Registered Office:

B/215 Mandpeshwar Industrial Premises Co-op. Soc. Ltd, Opp. MCF Club, Off. SVP Road, Borivali (West), Mumbai – 400092, Maharashtra, India.

Branch Offices:

1. Palak Apartment, Building No. 28/3260- E, Palakaparambil, Raveendran Road, Chilavanoor, Cochin – 682020, Kerala, India.
2. R/o 29/1, New Model Town, Ludhiana – 141001, Punjab, India.
3. A-169, 1st Floor, Subhash Nagar, Shopping Center, Doodh Mandi, Shashtri Nagar, Jaipur - 302016, Rajasthan, India.
4. 67A, Malanga Lane, 2nd Floor, P.S Bow bazar, Kolkata – 700012, West Bengal, India.
5. 36 14 3 1, 1st Floor, Opp Madhu Kalyana , Mandapam, Mogalarajapuram, Andhra Pradesh New, Vijayawada -520010, India
6. Plot No 39 & 40, 1st Floor, Chitha Reddy Colony, Chitha Reddy Complex, Tudband, Secunderabad – 500009, Telangana, India.
7. 6, Sangeet Sarita Raw House, Opp Jayant Park, Behind H.B.Kapadia School, Off Gurukul Road, Memnagar Ahmedabad 380052, Gujarat, India.
8. New No 11, Old No 84G, Sampooram Avenue, Acrot Road, Vadapalani Chennai – 600026, Tamilnadu, India.
9. No 7, 1st Cross, Sampangiram Nagar, Bangalore-560027, Karnataka, India.
10. A-1, Kanchan Villa, 17/1 Old Palasia, Kanchan Sagar Apartment, Behind Industry House, A.B Road Indore - 452001, Madhya Pradesh, India.
11. C-72, Ground Floor, Sector 10, G B Nagar, Noida – 201301, Uttar Pradesh, India.
12. Plot No 28, Pandey Layout, Khadgaon Road, Behind Hotel Durga, Wadi, Nagpur-440023, Maharashtra, India.

13. 26/96 Ground floor, Quaiser Chamber, Wazeer Hasan Road, Lucknow -226001, Uttar Pradesh, India.
14. C/O Shree Agency Agrawal Estate, Mohba Bazar, Hirapur Road, Tatibandh, Raipur-492006, Chhattisgarh, India.
15. Ground Floor, Rose Mathias Chambers, Vasco Da Gama, Goa, India.
16. S-26, 1stFloor, Okhla Industrial Area Phase II, New Delhi -110020, India.
17. 1st Floor, Gate No1338/1, Village Wagholi, Taluka , Haveli Dist, Pune 412207, Maharashtra, India.
18. B/471, Nehru Ground, NIT, Faridabad, Haryana 121002, India.
19. 51/32, China Street, Kundrathur, Kancheerpuram – 600 069, Tamil Nadu, India
20. C/O Mainframe Computers Pvt. Ltd., 1st Floor, Indraprasta Complex, Aurangabad - 431001, Maharashtra, India.
21. Shop No. 13, Bhakle Complex, Near Banni Gidha Bus Stop, Gokul Road, Hubli, Karnataka – 580030, India.

Sales and Corporate Office: B-111, Mandpeshwar Industrial Estate, Premnagar, Opp. MCF Club, Mumbai – 400092, Maharashtra, India.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on March 1, 2017, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1) (c) of the Companies Act 2013, by a special resolution passed in the Extra-Ordinary General Meeting held on March 1, 2017 authorized the Issue.

In- principle approval from the Stock Exchange

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated [●] bearing reference no. [●].

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated [●] with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, [●] for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated [●] with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is [●] for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is [●].

INCORPORATION AND OTHER DETAILS

1. The Certificate of Incorporation dated September 22, 2004 issued by the Registrar of Companies, Maharashtra, Mumbai, in the name of CREATIVE PHERIPHERALS AND DISTRIBUTIONS PRIVATE LIMITED.
2. The Certificate of Incorporation dated June 15, 2005 issued by the Registrar of Companies, Maharashtra, Mumbai, in the name of CREATIVE PERIPHERALS AND DISTRIBUTION PRIVATE LIMITED.
3. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on March 1, 2017 by the Registrar of Companies, Maharashtra in the name of “CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED”.
4. The Corporate Identification Number (CIN) of the Company is U52392MH2004PLC48754C1.

APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue	Date of Expiry
1	Certificate of Importer-Exporter Code (IEC)	Foreign Trade Development Officer, Office of the Joint Director General of Foreign Trade, Ministry of Commerce, Government of India	IEC Number: 0305008889	Date of Issue of original Certificate: May 5, 2005 Amended on: May 10, 2016	NA
2	Registration Certificate of Establishment (under Maharashtra Shops and Establishments Act, 1948 and	Inspector under Maharashtra Shops and Establishment Act, 1948	Registration Number: Lamington Road Office: D015717/ COMMERCIAL II – Ward D	Date of Original issue: July 21, 2005 Date of Renewal: December 8, 2016	December 31, 2019

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue	Date of Expiry
	rules made thereunder)		(Registered Office) Borivali Office: RC006947/ COMMERCIAL II – Ward RC	Date of Original issue: September 7, 2006 Date of Renewal: December 7, 2016	December 31, 2019
			Pune Branch Office: 1731000310822672	Date of Original issue: February 18, 2008 Date of Renewal: January 19, 2017	January 19, 2019

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AACCC5396G	January 15, 2012	Perpetual
2.	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	MUMC13031E	October 10, 2014	Perpetual
3.	Certificate of Registration for Branch No. 7, 9 and Aurangabad, Maharashtra (under Section 16 of Maharashtra	Sales Tax Department, Government of Maharashtra	TIN: 27490014277V Certificate Number: MH01 V 116901	April 1, 2006	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	Value Added Tax Act, 2002 and rules made thereunder)				
4.	Certificate of Registration for Branch No. 7 at Ahmedabad, Gujarat (under Gujarat Value Added Tax Act, 2003 and rules made thereunder)	Commercial Tax Officer, Unit -9, Ahmedabad, Sales Tax Department, Government of Gujarat	TIN: 24073802753V	November 24, 2005 Effective from: September 5, 2005	NA
5.	Certificate of Registration of for Branch Office No. 6 at Secunderabad, Telangana (under Andhra Pradesh Value Added Tax Act 2005 and rules made thereunder.)	Assistant Commercial Tax Officer, Commercial Tax Department, Government of Telangana	TIN: 36496498014	Effective from: June 2, 2014	NA
6.	Certificate of Registration of for Branch Office No. 10 at Indore, Madhya Pradesh (under Madhya Pradesh Value Added Tax Act, 2002 and rules made thereunder)	Assistant Commissioner, Department of Commercial Tax, Government of Madhya Pradesh	TIN: 23571205168	April 24, 2010	NA
7.	Certificate of Registration of Branch Office	Department of Value Added Tax, Government of	TIN: 07930424093	June 18, 2012	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	No. 16 at Okhla Industrial Area, NCT, Delhi (under Rule 14 of Delhi Value Added Tax Rules, 2005 read with Delhi Value Added Tax Act, 2004)	NCT of Delhi		Valid from: June 7, 2012	
8.	Certificate of Registration of Branch No. 18 at Faridabad, Haryana (under Section 11 of Haryana Value Added Tax Act 2003 and rules made thereunder)	Assessing Authority, Government of Haryana	TIN 06101331516	February 9, 2009 Date of Liability: January 17, 2008 Valid from: September 14, 2009	NA
9.	Certificate of Registration of Branch Office No. 15 at Vasco Da Gama, Goa (under Section 18 (3) of Goa Value Added Tax Act 2005 and rules made thereunder)	Assistant Commercial Tax Officer, Commercial Tax Department, Government of Goa	TIN 30661203063	August 6, 2007	NA
10.	Certificate of Registration of Branch Office No. 9 at Bangalore, Karnataka (under Section 22 of Karnataka Value Added	Commercial Tax Department, Government of Karnataka	TIN 29470769982	September 5, 2007 Valid from: August 24, 2007	Until Cancelled

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	Tax Act, 2003 and rules made thereunder)				
11.	Certificate of Registration of Branch Office No. 14 at Raipur, Chhattisgarh (under Chhattisgarh Value Added Tax Act, 2005 and rules made thereunder)	Commercial Tax Officer, Circle V, Raipur.	TIN: 22701507850	Valid from: July 5, 2013	NA
12.	Certificate of Registration of Branch Office No. 2 at Ludhiana, Punjab (under Section 24 of Punjab Value Added Tax Act, 2005 and rules made thereunder)	Excise and Taxation Officer, Ludhiana, Punjab	TIN: 03192168044	May 23, 2014 Liable to pay tax from: April 12, 2014 Effect from: April 21, 2014	Until Cancelled
13.	Certificate of Registration of Branch Office No. 13 at Lucknow, Uttar Pradesh (under Value Added Tax Act, 2007 read with Rule 32 of Uttar Pradesh Value Added Tax Rules	Department of Commercial Tax, Government of Uttar Pradesh	TIN: 09765713811C	October 21, 2014 Amended on: September 3, 2014 Valid from: December 28, 2011	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	2008)				
14.	Certificate of Registration of Branch Office No. 8 and 19 at Tamil Nadu (under Tamil Nadu Value Added Tax Act, 2006 and rules made thereunder)	Commercial Tax Officer, Commercial Tax Department, Government of Tamil Nadu	TIN: 33761664048	July 30, 2007 Valid from: July 24, 2007	NA
15.	Certificate of Registration of Branch Office No. 4 at Bow Bazar, Kolkata (under Rule 6 and Rule 6B of West Bengal Value Added Tax Rules, 2005 read with Section 24 of West Bengal Value Added Tax Act 2003)	Directorate of Commercial Taxes, Government of West Bengal.	TIN: 19533794041	Valid from: May 6, 2014	NA
16.	Certificate of Registration of Branch Office No. 3 at Jaipur, Rajasthan (under Rajasthan Value Added Tax Act 2003 and rules made thereunder)	Commercial Tax Officer, Jaipur, Government of Rajasthan	TIN 08801615890	Date of Issue: February 4, 2014 Effective from: January 24, 2014	Until Cancelled

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
17.	Certificate of Registration for Branch Office No. 15 at Vasco Da Gama, Goa (under Rule 5(1) of the Central Sales Tax (Registration and Turnover) Rules, 1957 read with Section 7(2) of the Central Sales Tax Act, 1956)	Commercial Tax Department, Government of Goa	TIN 30661203063 V/CST/3338 (Central)	August 6, 2007	Until Cancelled
18.	Certificate of Registration for Branches at Maharashtra, Ahmedabad and Karnataka. (under Rule 5(1) of the Central Sales Tax (Registration and Turnover) Rules, 1957 read with Section 7(1)/7(2) of the Central Sales Tax Act, 1956)	Sales Tax Officer, Mumbai, Sales Tax Department, Government Of Maharashtra	TIN: 27490014277 C Certificate Number: MH01 C 063820	April 1, 2006	NA
19.	Certificate of Registration for registered office, branch office No. 5 at Andhra Pradesh and No. 6 at	Assistant. Commercial Tax Officer, Secunderabad, Commercial Tax Department, Government of Telangana	TIN: 36496498014 (Central)	June 10, 2015 Valid from: June 2, 2014	Until cancelled

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	Secunderabad, Telangana (Under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957) read with Section 7(1)/7(2) of Central Sales Tax Act 1956.				
20.	Certificate of Registration for Central for Branch No. 16 at Okhla Industrial Area, NCT, Delhi (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957 read with Section 7(1) of the Central Sales Tax Act, 1956)	Commercial Tax Department, Government of NCT Delhi	TIN: 07930424093	Valid from: June 7, 2012	until cancelled
21.	Certificate of Registration for Branch No.18 at Faridabad, Haryana (Under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957	Assessing Authority, Faridabad (West)	TIN 06101331516	December 9, 2009 Valid from: September 4, 2009	Until Cancelled

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	read with Section 7(1)/7(2) of the Central Sales Tax Act, 1956)				
22.	Certificate of Registration for Branch Office No. 4 at Bow Bazar, Kolkata (Under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957 read with Section 7(1) of the Central Sales Tax Act, 1956)	Commercial Tax Officer, Government Of West Bengal	TIN: 19533794041	May 6, 2014	Until Cancelled
23.	Certificate of Registration Branch Office (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957 read with Section 7(1) of the Central Sales Tax Act, 1956)	Commercial Tax Department, Government Of Uttar Pradesh	TIN: 09765713811C (Central)	December 28, 2011	Until Cancelled.

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
24.	Certificate of Registration for Branch Office no.2 at Ludhiana, Punjab (Under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957 read with Section 7(1) / 7(2) of the Central Sales Tax Act, 1956)	Excise and Taxation Officer, Ludhiana District, Government Of India	TIN: 03192168044	May 23, 2014 Valid from: April 21, 2014	Until Cancelled.
25.	Certificate of Registration for Branch Office No. 14 at Raipur, Chhattisgarh (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957 read with Section 7(2) of the Central Sales Tax Act, 1956)	Commercial Tax Officer, Raipur, Government Of Chhattisgarh	TIN: 22701507850 (Central)	Valid from: July 5, 2013	Until Cancelled
26.	Certificate of Registration for Branch Office No. 7 at Ahmedabad, Gujarat (Under Rule 5(1) of Central	Commercial Tax Officer, Gujarat Sales Tax.	TIN: 24573802753C		

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	Sales Tax (Registration and Turnover) Rules 1957 read with Section 7(1) and Section 7(2) of Central Sales Tax Act, 1956)				
27.	Certificate of Registration for Branch Office No. 10 at Indore, Madhya Pradesh (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules 1957 read with Section 7(1) and Section 7(2) of Central Sales Tax Act, 1956)	Assistant Commissioner, Commercial Tax Department, Indore, Government of Madhya Pradesh	TIN: 23571205168	Date of Issue: June 29, 2010 Date of Effectiveness: April 24, 2010	Until Cancelled
28.	Certificate of Registration for Branch Office No. 8 and 19 at Tamil Nadu (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules 1957 read with Section 7(1) and Section 7(2) of Central Sales Tax Act, 1956)	Commercial Tax Officer, Commercial Tax Department, Government of Tamil Nadu	CST No.: 890356 TIN: 33761664048	Date of Issue: July 30, 2007 Date of Effectiveness: July 24, 2007	Until Cancelled

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
29.	Certificate of Registration for Branch Office No. 9 at Bangalore, Karnataka (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules 1957 read with Section 7(1), Section 7(2) and Section 8(2) of Central Sales Tax Act, 1956)	Commercial Tax Officer, Bangalore	TIN: 29470769982	September 5, 2007	Until Cancelled
30.	Certificate of Registration for Branch Office No. 3 at Jaipur, Rajasthan (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules 1957 read with Section 7(1), Section 7(2) and Section 8(2) of Central Sales Tax Act, 1956)	Commercial Tax Officer, Jaipur, Government of Rajasthan	TIN: 08801615890 (Central)	February 4, 2014 Valid from: January 29, 2014	Until Cancelled
31.	Central Excise Registration Certificate (under Rule 9 of the Central Excise Rules,	Deputy Commissioner of Central Excise, Central Board of Excise and Customs, Ministry of Finance –	Central Excise Registration Number to operate as Dealer of Excisable Goods : AACCC5396GXD001	Date of issue of original RC: June 21, 2006 Amended	Till the registrant carries on the activities or surrenders it or till it is revoked or

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	2002)	Department of Revenue, Government Of India		on: November 17, 2015	suspended.
			Central Excise Registration Number to operate as Importer of Excisable Goods: AACCC5396GEI002	November 9, 2015	
32.	Professional Tax Enrolment Certificate (PTEC) (under section 5 (2), (2A) or (3) of Maharashtra State Tax on Professions Trades, Callings and Employments Act, 1975)	Profession Tax Officer, Mumbai, Department of Sales Tax (Profession Tax)	PTEC Number: 99052231333P	January 7, 2015 Effective from: April 1, 2014	NA
33.	Professional Tax Enrolment Certificate (PTEC) (under West Bengal State Tax on Professions, Trades Callings and Employments Act, 1979 and rules made thereunder)	Profession Tax Officer, Kolkata	PTEC Number: ECC0550523	March 14, 2014 Effective from: March 5, 2014	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
34.	Professional Tax Registration Certificate (PTRC) (under Section 5 (1) of Maharashtra State Tax on Professions Trades, Callings and Employment Act 1975 and rules made thereunder)	Sales Tax Officer, Mumbai	Certificate Number: 0442370 PTRC: PT/R/1/1/24/19775	April 24, 2005	NA

LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Employees Provident Fund Registration (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and rules made thereunder)	Employees Provident Fund Organisation, Regional Office, Mumbai	Establishment Code: MHBAN0049305000	December 11, 2007 Effective from: March 1, 2007
2	Registration for Employees State Insurance (under Section 1 (3)/ Section 1(5) of Employees State Insurance Act, 1948 and rules made thereunder)	Employees State Insurance Corporation, Regional Office, Mumbai	Employers Code Number : 31000493120001001	July 16, 2010

ENVIRONMENT RELATED LICENSES /APPROVALS/ REGISTRATIONS

Not Applicable.

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

TRADEMARKS

Sr. No.	Trademark	Trade mark Type	Class	Applicant	Application No.	Date of Application	Validity/ Renewal	Registration status
1.	 Creative Peripherals	Device	42	Creative Peripherals and Distribution Private Limited	3465726	January 25, 2017	NA	Objected

*The Company has entered into a Trademark Licence Agreement dated December 4, 2015 with Honeywell International Inc. for use of trademark 'Honeywell' and the said Agreement is valid till December 31, 2020.

Company has confirmed that no other applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

PENDING APPROVALS:

1. An application has been made on September 5, 2013 for renewal of Registration Certificate of Branch No. 10 at Indore, Madhya Pradesh bearing Registration Number 513090221 and License Number 42302/0816/1667 (under Section 366 and Section 427 of Madhya Pradesh Municipal Corporation Act, 1956).
2. An application is made on March 26, 2016 for addition of place of business of Branch no. 3, 8 and 13 in the Certificate of Registration under Central Sales Tax Act and Maharashtra VAT Act, 2005
3. Company has made an application to the Sales Tax Officer, Mazgaon, Mumbai through letter dated March 26, 2016 and March 29, 2016 for addition of following Branches to the respective TIN as mentioned below:
 - i. Branch No. 7, 9, 12, 20, 21 and Warehouse in the VAT and CST Registration having TIN 27490014277V/C.
 - ii. Branch No. 3 in VAT & CST Registration having TIN 08801615890 with effect from February 7, 2014
 - iii. Branch No. 8 in VAT & CST Registration having TIN 33761664048V/ 890356 with effect from July 24, 2007
 - iv. Branch No. 13 in VAT & CST Registration having TIN 09765713811 dated December 28, 2011

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

1. Professional Tax Registration Certificate (PTRC) under West Bengal State Tax on Professions, Trades Callings and Employments Act, 1979
2. Registration Certificate of Shops and Establishment for branches in the state of Kerala, Telangana, Andhra Pradesh, Madhya Pradesh, Delhi, Haryana, Goa, Karnataka, Chhattisgarh, Punjab, Tamil Nadu, Rajasthan, West Bengal and Uttar Pradesh.
3. Renewal of Registration Certificate of Establishment (under Section 6 and Section 8 of Bombay Shops and Establishments Act, 1948 and rules made thereunder) for Branch No. 7 at Ahmedabad, Gujarat.
4. All the above mentioned approvals are in the name of “CREATIVE PERIPHERALS AND DISTRIBUTION PRIVATE LIMITED” and is yet to be applied for change of name to “CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED.”

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on March 1, 2017 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of our Company held on March 1, 2017 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

None of our Company, our Directors, our Promoters, relatives of Promoters, our Promoter Group, and our Group Companies has been declared as wilful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other government authority. Neither our Promoters, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities.

None of our Directors is associated with the securities market in any manner, including securities market related business.

ELIGIBILITY FOR THIS ISSUE

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M)(1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is more than ten crore and upto twenty five crore and we shall hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “NSE EMERGE”)

We confirm that:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred per cent underwritten and that the Book Running Lead Manager to the Issue will underwrite atleast 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “*General Information*” beginning on page 54 of this Draft Red Herring Prospectus
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft Red Herring Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Book Running Lead Manager submits the copy of Draft

Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Red Herring Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Book Running Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue. For further details of the arrangement of market making please refer to the chapter titled “*General Information*” beginning on page 54 of this Draft Red Herring Prospectus.
5. The Company has track record of 3 Years and positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and
6. Net worth of the Company is positive.
7. The Company has not been referred to Board for Industrial and Financial Reconstruction.
8. No petition for winding up is admitted by a court of competent jurisdiction against the Company.
9. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
10. The Company has a website www.ecreativeindia.com

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

NSE ELIGIBILITY NORMS:

- a) The Issuer is a Company incorporated under the Companies Act, 1956 and has post issue paid up capital of less than Rs. 25 Crore.
- b) The Company has track record of atleast three years and positive cash accruals (earnings before depreciation and tax) from operations for atleast two financial years preceding the application for listing and Net-worth of the Company is positive.
- c) The Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR).
- d) No petition for winding up is admitted by a Court of competent jurisdiction against the Company.
- e) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE

REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, SHALL FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992 AFTER FILING OF RED HERRING PROSPECTUS WITH ROC AND BEFORE OPENING OF IPO.

“WE, THE UNDER NOTED BOOK RUNNING LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - C. THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE

10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013 EQUITY SHARES IN THE ISSUE WILL BE ISSUED IN DEMATERIALISED FORM ONLY.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:
- A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
- B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. – CHECKLIST ENCLOSED
16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.”- COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER

DOCUMENT REGARDING SME EXCHANGE

- (1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. – NOTED FOR COMPLIANCE**
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION 4 OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS. – NOT APPLICABLE**
- (6) WE CONFIRM THAT UNDERWRITING AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**
- (7) WE CONFIRM THAT MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.- NOTED FOR COMPLIANCE**

Note:

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company from any liabilities under section 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Manager any irregularities or lapses in the Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Jaipur, Rajasthan, in terms of Section 26, 30, 32 and 33 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.ecreativeindia.com would be doing so at his or her own risk.

Caution

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Book Running Lead Manager and our Company dated March 1, 2017, the Underwriting Agreement dated March 1, 2017 entered into among the Underwriter and our Company and the Market Making Agreement dated March 1, 2017 entered into among the Market Maker, Book Running Lead Manager and our Company.

Our Company and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, etc.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Book Running Book Running Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by M/s Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer "Annexure A" to this Draft Red Herring Prospectus and the website of the Book Running Lead Manager at www.pantomathgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution

to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause is intimated by NSE to us post scrutiny of this Draft Red herring Prospectus shall be included in the Red Herring Prospectus and Prospectus prior to filing them with the RoC.

FILING

The Draft Red Herring Prospectus has not been filed with SEBI, nor SEBI has issued any observation on the Offer Document in terms of Regulation 106(M)(3). However, a copy of the Red Herring Prospectus shall be filed with SEBI at the SEBI Bhavan, Plot No.C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India. A copy of both, the Red Herring Prospectus and Prospectus, along with the documents required to be filed under Section 26 and Section 32 of the Companies Act, 2013 will be delivered to the RoC situated at Registrar of Companies, Maharashtra 100, Everest, Marine Drive Mumbai- 400002 and shall also be filed with SEBI at the SEBI Bhavan, Plot No.C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in principle approval from SME Platform of NSE. However application will be made to the SME Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of National Stock Exchange of India Limited has given its in-principal approval for using its name in our Red Herring Prospectus vide its letter dated [●]-.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of NSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the NSE mentioned above are taken within six Working Days from the Issue Closing Date

CONSENTS

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, the Statutory Auditors, the Peer Reviewed Auditors, the Banker(s) to the Company; and (b) Book Running Lead Manager, Underwriters, Market Maker, Registrar to the Issue, Public Issue Banker, Refund Banker, Legal Advisor to the Issue to act in their respective capacities have been obtained and is filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus/ Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Red Herring Prospectus & Prospectus for filing with the RoC.

EXPERT TO THE ISSUE

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.
- Report of the Peer Reviewed Auditor on the Restated Financial Statements for the period ended as on September 30, 2016 and financial year ended on March 31, 2016, 2015, 2014, 2013, & 2012 of our Company

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “*Objects of the Issue*” beginning on page 86 of this Draft Red Herring Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issue by our Company to the Book Running Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated March 1, 2017, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Offer is as set out in the Underwriting Agreement entered into between our Company and the Book Running Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 64 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on February 28, 2017. For further details, please refer to the chapter titled “*Our Management*” beginning on page 147 of this Draft Red Herring Prospectus.

Our Company has appointed Tejas Doshi as Compliance Officer and he may be contacted at the following address:

Creative Peripherals and Distribution Limited

B-215, Mandpeshwar Industrial Premises Co-op.Soc. Ltd,
Opp. MCF Club, Off S.V.P. Road,
Borivali (W), Mumbai- 400092
Maharashtra, India.

Tel: 022 42460777

Fax: 022 42460777

Email: info@ecreativeindia.com

Website: www.ecreativeindia.com

Corporate Identification Number: U52392MH2004PLC148754.

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, *etc.*

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There has been no change in auditors of the Company during the last three financial years

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 64 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits..

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchanges, the RoC and any other authorities while granting their approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 326 of this Draft Red herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled “*Dividend Policy*” on page 172 of this Draft Red Herring Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price at the lower end of Price Band

is Rs. [●] per Equity Share and at the higher end of the Price Band is Rs. [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and advertised in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●] and the Regional newspaper [●], each with wide circulation, at least five Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 326 of this Draft Red herring Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated [●] amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated [●] amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is [●] Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDER

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

NOMINATION FACILITY TO BIDDERS

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first 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 Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a

period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

BID/ ISSUE OPENING DATE

Bid / Issue Opening Date	[●]
Bid / Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

The above timetable is indicative and does not constitute any obligation on our Company, and the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Issue Period. On the Bid/Issue Closing Date, the Bids and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issue, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue 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 Price Band shall not exceed 20% on the 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.

In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty)

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of NSE from SME Exchange on a later date subject to the following:

- *If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- *If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

MARKET MAKING

The shares issued and transferred through this Issue are proposed to be listed on the NSE EMERGE (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 54 of this Draft Red herring Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on NSE EMERGE.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person

Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALISED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page 64 of this Draft Red herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "Main Provisions of the Articles of Association" beginning on page 326 of this Draft Red herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, our post issue face value capital does not exceed ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the NSE EMERGE). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 263 and 273 of this Draft Red Herring Prospectus.

Following is the issue structure:

Initial Public Issue of 18,00,000 Equity Shares of face value of Rs. 10/- each fully paid (the ‘Equity Shares’) for cash at a price of Rs. [●] (including a premium of Rs. [●]) aggregating to Rs. [●]. The Issue comprises a Net Issue to the public of up to [●] Equity Shares (the “Net Issue”). The Issue and Net Issue will constitute [●] and [●] of the post-Issue paid-up Equity Share capital of our Company.

The issue comprises a reservation of upto [●] Equity Shares of Rs. 10 each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”).

Particulars	Net issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	[●] Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	[●] of Issue Size	[●] of Issue Size
Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of [●] equity shares and further allotment in multiples of [●] equity shares each. For further details please refer to the section titled “ <i>Issue Procedure</i> ” beginning on page 273 of the Draft Red Herring Prospectus	Firm allotment
Mode of Bid cum Application	All Applicants/Bidders shall make the application (Online or Physical through ASBA Process only)	Through ASBA Process only
Minimum Bid Size	<i>For QIB and NII</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application size exceeds Rs 2,00,000 <i>For Retail Individuals</i> [●] Equity shares	[●] Equity Shares of Face Value of Rs. 10.00 each
Maximum Bid Size	<i>For Other than Retail Individual Investors:</i> For all other investors the maximum application size is the Net Issue to public subject to limits as the investor has to adhere under the relevant laws and regulations as applicable. <i>For Retail Individuals:</i>	[●] Equity Shares of Face Value of Rs 10 each

Particulars	Net issue to Public*	Market Maker Reservation Portion
	☒ Equity Shares	
Mode of Allotment	Compulsorily in Dematerialised mode	Compulsorily in Dematerialised mode
Trading Lot	☒ Equity Shares	☒ Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
Terms of payment	The entire Bid Amount will be payable at the time of submission of the Bid Form	

*allocation in the net offer to public category shall be made as follows:

- (a) minimum fifty per cent. to retail individual investors; and
- (b) remaining to:
 - (i) individual applicants other than retail individual investors; and
 - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- (c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

For the purpose of sub-regulation 43 (4), *if the retail individual investor category is entitled to more than fifty per cent. on proportionate basis, the retail individual investors shall be allocated that higher percentage.*

In case of joint Bids, the Bid cum Application 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 Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

BID/ ISSUE OPENING DATE

Bid / Issue Opening Date	[●]
Bid / Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., all trading days of stock exchanges excluding Sundays and bank holidays.

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document"), and including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under "Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft 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 the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

Please note that all the Bidders can participate in the Issue only through the ASBA process. All Bidders shall ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form.

Bidders are required to submit Bids to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Members. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by National Stock Exchange of India Ltd. to act as intermediaries for submitting Bid cum Application Forms are provided on <http://www.nseindia.com> For details on their designated branches for submitting Bid cum Application Forms, please see the above mentioned NSE website.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Bid cum Application Forms.

BOOK BUILDING PROCEDURE

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via book building process wherein at least 50% of the Net Issue to Public is being issued to the Retail Individual Bidders and the balance shall be issued to QIBs and Non-Institutional Bidders. Further if the retail individual investor category is entitled to more than fifty per cent. on proportionate basis, the retail individual investors shall be allocated that higher percentage. However, if the aggregate demand from the Retail Individual Bidders is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion issued to

the remaining investors including QIBs and NIIs and vice-versa subject to valid bids being received from them at or above the Issue Price.

Subject to the valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be in the dematerialised form. The Bid cum Application Forms which do not have the details of the Bidder's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

**excluding electronic Bid cum Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms to respective SCSBs where the Bidder has a bank account and shall not submit it to any non-SCSB Bank.

WHO CAN BID?

In addition to the category of Bidders set forth under “**General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue**”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

Maximum and Minimum Application Size

a) For Retail Individual Bidders:

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs 2,00,000. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 2,00,000.

b) For Other Bidders (Non-Institutional Bidders and QIBs):

The Bid cum Application must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Bidder cannot withdraw or lower the size of their Bid at any stage and are required to pay the entire Bid Amount upon submission of the Bid.** The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

INFORMATION FOR THE BIDDERS

- a. Our Company shall file the Red Herring Prospectus with the RoC at least three working days before the Bid / Issue Opening Date.
- b. Our Company shall, after registering the Red Herring Prospectus with the RoC, make a pre-Issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-Issue advertisement, our Company and the Book Running Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- c. The Price Band as decided by our Company in consultation with the Book Running Lead Manager is Rs. [●] per Equity Share. The Floor Price of Equity Shares is Rs. [●] per Equity Share and the Cap Price is Rs. [●] per Equity Share and the minimum bid lot is of [●] Equity Shares. Our Company shall also announce the Price Band at least five Working Days before the Issue Opening Date in English and Hindi national newspapers and one regional newspaper with wide circulation.
- d. This announcement shall contain relevant financial ratios computed for both upper and lower end of the Price Band. Further, this announcement shall be disclosed on the websites of the Stock Exchanges where the Equity Shares are proposed to be listed and shall also be pre-filled in the Bid cum Application Forms available on the websites of the stock exchanges.

- e. The Issue Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Issue Period shall be extended, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days. The revised Price Band and Issue Period will be widely disseminated by notification to the SCSBs and Stock Exchanges, and by publishing in English and Hindi national newspapers and one regional newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.

The Bidders should note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate Member does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Bid cum Application Form is liable to be rejected.

- a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single Bid cum application from any investor shall not exceed the investment limit / minimum number of specified securities that can be held by him/her/it under the relevant regulations / statutory guidelines and applicable law

AVAILABILITY OF RED HERRING PROSPECTUS AND BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

APPLICATIONS BY ELIGIBLE NRI'S/ RFPi's ON REPATRIATION BASIS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

PARTICIPATION BY ASSOCIATED/ AFFILIATES OF BOOK RUNNING LEAD MANAGER AND SYNDICATE MEMBERS

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category 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.

APPLICATIONS BY ELIGIBLE NRI'S

NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-

Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour)

BIDS BY FPI INCLUDING FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who

are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

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 registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

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 Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of a

certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.

d) With respect to 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 Bid cum Application Form

e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to 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 applicable law or regulation or as specified in the Draft Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid Cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY

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 reserve the right to reject any Bid by a banking company without assigning any reason.

Bid cum Application Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, 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 lower. 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 banks' 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 RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), 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 Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

TERMS OF PAYMENT

Terms of Payment

The entire Issue price of Rs. [●] per share is payable on Bid cum application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar to the issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account, post finalisation of basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism for Bidders

The Bidders shall specify the bank account number in the Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid cum Application Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the bid cum application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Bidders shall neither withdraw nor lower the size of their bid cum applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the bid cum application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- a) Our Company has entered into an Underwriting agreement dated March 1, 2017.
- b) A copy of the Red Herring Prospectus and Prospectus will be filed with the RoC in terms of Section 32 of the Companies Act.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. 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 Equity Shares will be in the dematerialised form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
8. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application 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;
9. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
10. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the

Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

11. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a 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 IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
13. Ensure that the Demographic Details are updated, true and correct in all respects;
14. 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;
15. Ensure that the category and the investor status is indicated;
16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
17. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
18. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
19. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
20. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
21. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
22. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Dont's:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceeding Rs. 200,000 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
14. 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;
15. 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);
16. Do not submit more than five Bid cum Application Forms per ASBA Account;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

BIDS AT DIFFERFENT PRICE LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue 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 Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If

the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

COMMUNICATIONS

All future communications in connection with Bids made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Bidders can contact the Compliance Officer or the Registrar in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447.”

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at EMERGE Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed within six working days from Issue Closure

date.

3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. That our Promoter's contribution in full has already been brought in;
5. That no further issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and
6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
7. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. If our Company withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
9. Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated [●] among NSDL, the Company and the Registrar to the Issue;
- b. Agreement dated [●] among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no [●].

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders should rely on their own examination of the Issue and the Issuer, and should carefully read the Draft Red Herring prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through the Book-Building Process as well as to the Fixed Price Issue. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders in IPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Bidders should note that investment in equity and equity related securities involves risk and Bidder should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus (“RHP”)/Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Bidders should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders may refer to the section “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the DRHP.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer. For undertaking an FPO, the Issuer is inter-alia required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post- issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and up to twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation.

2.3 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

- (a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, issue has to be 100% underwritten and the BRLM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issue any observations on the Offer Document. The Book Running Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the BRLM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the issue.
- (e) The company should have track record of at least 3 years
- (f) The company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive

- (g) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.
- (h) The issuer shall mandatorily facilitate trading in demat securities.
- (i) The issuer should not be referred to Board for Industrial and Financial Reconstruction.
- (j) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company
- (k) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the issuer
- (l) The Company should have a website. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this issue.

Thus Company is eligible for the issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1000 Lakhs. Company also complies with the eligibility conditions laid by the EMERGE Platform of NSE for listing of our Equity Shares.

2.4 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (**“Book Built issues”**) or undertake a Fixed Price Issue (**“Fixed Price Issues”**). An issuer may mention Price or Price Band in the Draft Red Herring Prospectus (in case of a fixed price Issue) and Floor price or price band in the red herring prospectus (in case of a book built issue) and determine the price at a later date before registering the prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Bidders should refer to the RHP/ Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case

of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM and the advertisement in the newspaper(s) issued in this regard

2.6 MIGRATION TO MAIN BOARD

SME Issuer may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

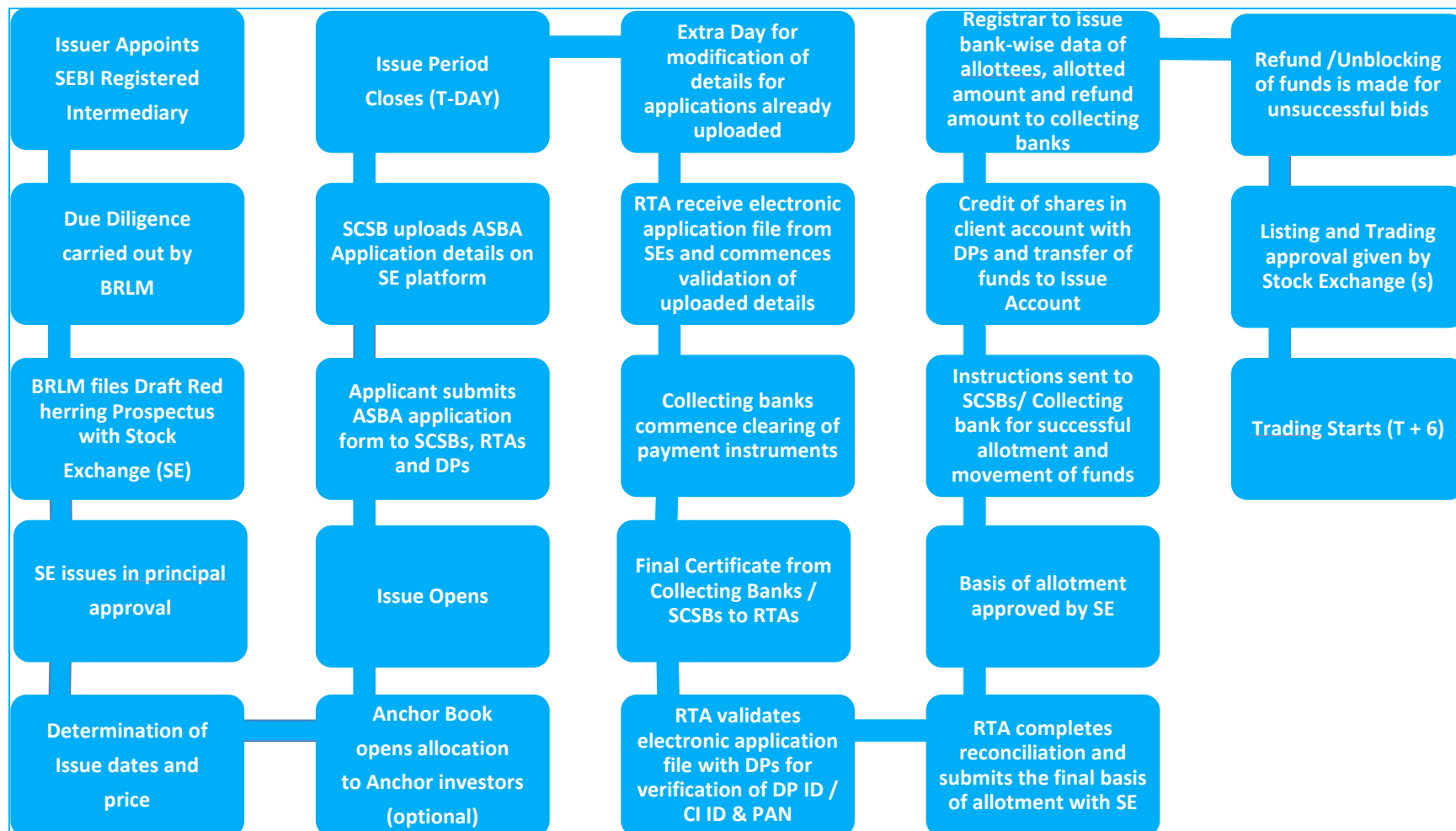
- (a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- (b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.7 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidders should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the book running lead manager, members of the Syndicate, Registered Brokers, Designated Intermediaries at Branches of the Bidding Centres, SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the DRHP/RHP.

Fixed Price Issue: Applicants should only use the specified cum Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form (Excluding downloaded forms from SE website)
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders applying in the reserved category	Not Applicable

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ ASBA FORM

Bidders may note that forms not filled completely or correctly as per instructions provided in this GID, the DRHP and the Bid cum Application Form/ Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non- resident Bidders are reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TRAP HERE

S.A. SIGNATURE OF SOLE / FIRST BIDDER	S.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSEB to do all acts as are necessary to make the Application in the Offer 1) _____ 2) _____ 3) _____	SYNDICATE MEMBER/BROKER /SCSB/ CDF/ RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date:, 2017		

CREATIVE PERIPHERALS LIMITED - INITIAL PUBLIC ISSUE - R	TEAR HERE					
		Option 1	Option 2	Option 3	Stamp & Signature of Syndicate Member / Registered Broker / CSB / CDP / RTA	Name of Sole / First Bidder
	No. of Equity Shares					
	Bid Price					
	Amount Blocked (₹)					
	ASBA Bank A/c No.:					Acknowledgment Slip for Bidder
Bank & Branch:						
					Bid Cum Application Form No.	

100

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

7. PAYMENT DETAILS										PAYMENT OPTION : Full Payment ☐									
Amount Paid (₹ in Figures)										(₹ in words)									
ASBA Bank A/c No.																			
Bank Name & Branch																			

8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER/BROKER /SCSB/ CDP/ RTA
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer	STAMP (Acknowledging upload of Bid in Stock Exchange system)
	1) _____	
	2) _____	
Date: _____, 2017	3) _____	

TRAP HERE

CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED 1

4.1.1 : NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER

Bidders should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Bidders should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Bidders should note that the contact details mentioned in the Bid cum Application Form/ Application Form may be used to dispatch communications) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (b) **Joint Bids:** In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder would be required in the Bid cum Application Form/ Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form/ Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Bidders is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- *makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*
- *makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,*

Shall be liable for action under section 447 of the said Act.

- (d) **Nomination Facility to Bidder:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

4.1.2 PAN NUMBER OF SOLE /FIRST BIDDER

- a) PAN (of the sole/first Bidder) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids on behalf of the Central or State Government, Bids by officials appointed by the courts and Bids by Bidders residing in Sikkim ("PAN Exempted Bidders"). Consequently, all Bidders, other than the PAN Exempted Bidders, are required to disclose their PAN in the Bid cum Application Form, irrespective of the Bid Amount. Bids by the Bidders whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c) The exemption for the PAN Exempted Bidders is subject to (a) the Demographic Details

received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

- d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.
- e) Bids by Bidders whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

4.1.3 BIDDERS DEPOSITORY ACCOUNT DETAILS

- a) Bidder should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the **Bid cum Application Form is liable to be rejected.**
- b) Bidder should ensure that the beneficiary account provided in the Bid cum Application Form is active.
- c) Bidder should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to the offer.
- d) Bidders are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders’ sole risk.

4.1.4 : BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the DRHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs undertaken through the Book Building Process. Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Bid Value and Bid Lot:** The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum Bid value is within the range of above Rs.1,00,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum Bid value.
- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot,

Bidders may refer to the DRHP or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 Maximum and Minimum Bid Size

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 200,000.
- b) In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding Rs. 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least Rs 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Offer Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the issue Price, the number of Equity Shares Bid for by a Bidder at or above the issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process.

4.1.4.2 Multiple Bids

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.
- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
 - i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
 - ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- (c) The following Bids may not be treated as multiple Bids:
 - i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Offer portion in public category.
 - ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
 - iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
 - iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

4.1.5 CATEGORY OF BIDDERS

- (a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- (b) An Issuer can make reservation for certain categories of Bidders as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders may refer to the RHP.
- (c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder may refer to the DRHP.

4.1.6 INVESTOR STATUS

- (a) Each Bidder should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Bidder, such as NRIs, FPIs and FVCIs may not be allowed to Bid/apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.
- (c) Bidders should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding

investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders should ensure that their investor status is updated in the Depository records.

4.1.7 PAYMENT DETAILS

- i. The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the Bid cum Application Form. If discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- ii. Bid Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- iii. Bidders who Bid at Cut-off Price shall DEPOSIT the Bid Amount based on the Cap Price.
- iv. All Bidders can participate in the Offer only through the ASBA mechanism.
- v. Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1. Payment instructions for Bidders

- a) Bidders may submit the Bid cum Application Form either
 - i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - ii. in physical mode to any Designated Intermediary.
- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bid cum Application Forms can be submitted.
- f) Bidders should submit the Bid cum Application Form only at the Bidding Centre i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations
- g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that Bid cum Application Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit Bid cum Application Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application

Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

- i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.
- l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.8. Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful Bids transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Issue Closing Date.
- (d) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bidders, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 6 Working Days of the Bid/Issue Closing Date.

4.1.8.1. Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such Bids for allocation under Non-Institutional Category. These Bids are neither eligible for Discount nor fall under RII category.

4.1.8.2. Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9. SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Bidder is required to sign the Bid cum Application Form. Bidders should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Bidder, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the Bids, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid/ amount mentioned in the Bid cum Application Form.
- (d) Bidders must note that Bid cum Application Form without signature of Bidder and /or ASBA Account holder is liable to be rejected.

4.1.10. ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- (a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by Bid Collecting Intermediary or SCSB, as applicable, for submission of the Bid cum Application Form.
- (b) All communications in connection with Bid made in the Offer should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Bidders should contact the Registrar to the Issue.
 - ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders should contact the relevant Designated Branch of the SCSB.
 - iii. Bidders may contact the Company Secretary and Compliance Officer or BRLM in case of any other complaints in relation to the Offer.
 - iv. In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders should contact the relevant Syndicate Member.
 - v. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders should contact the relevant Registered Broker
 - vi. In case of Bids submitted to the RTA, the Bidders should contact the relevant RTA.
 - vii. In case of Bids submitted to the DP, the Bidders should contact the relevant DP.
- (c) The following details (as applicable) should be quoted while making any queries -
 - i. Full name of the sole or First Bidder, Bid cum Application Form number, Bidder' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Bid.
 - ii. name and address of the Designated Intermediary, where the Bid was submitted; or

For further details, Bidder may refer to the Draft Red Herring Prospectus and the Bid cum Application Form.

4.2. INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Bid/Offer Period, any Bidder (other than QIBs and NIIs, who can only revise their Bid amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise / withdraw their Bid till closure of the Bid/Offer period.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Bidder can make this revision any number of times during the Bid/Offer Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the SCSB through which such Bidder had placed the original Bid.

A sample Revision form is reproduced below:

Revision Form – R

COMMON BID REVISION FORM	CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: B-215, Mandeshwar Indl. Premises Co-op. Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W) Mumbai - 400092 Tel. No.: [●]; Fax No.: [●]; E-mail: [●]; Website: www.creativeindia.com, CIN NO: U52392MH2004PTC148754	FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
 To, The Board of Directors CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED	BOOK BUILT ISSUE ISIN - INE0000000000	Bid Cum Application Form No.
SYNDICATE MEMBER'S STAMP & CODE	BROKER'S / SCSEB / DP / RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER Mr./Ms./M/s. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile: _____
SUB-BROKER'S/SUB-AGENT'S STAMP & CODE	ESCROW BANK / SCSEB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER
BANK BRANCH SERIAL NO.	SCSEB SERIAL NO.	3. BIDDERS DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.
PLEASE CHANGE MY BID		
4. FROM (AS PER LAST BID OR REVISION)		
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) / "Cut-off" (In Figures)
	8 7 6 5 4 3 2 1	Bid Price Retail Discount, if any Net Price "Cut-off" (Please ✓ tick)
Option 1		
(OR) Option 2		
(OR) Option 3		
5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-Off")		
Bid Options	No. of Equity Shares Bid (in Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (In Figures)
	8 7 6 5 4 3 2 1	Bid Price Retail Discount, if any Net Price "Cut-off" (Please ✓ tick)
Option 1		
(OR) Option 2		
(OR) Option 3		
6. PAYMENT DETAILS		
Additional Amount Paid (₹ in Figures) _____ (₹ in words) _____		
ASBA Bank A/c No. _____ Bank Name & Branch _____		
PAYMENT OPTION : Full Payment ☐		
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.		
7 A. SIGNATURE OF SOLE / FIRST BIDDER	7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSEB to do all acts as are necessary to make the Application in the Offer	SYNDICATE MEMBER/BROKER / SCSEB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date: _____, 2017	1) _____ 2) _____ 3) _____	
TEAR HERE		
 BOHRA INDUSTRIES LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Syndicate Member Broker/SCSEB/CDP/RTA	Bid Cum Application Form No.
PAN of Sole / First Bidder		
Additional Amount Blocked (₹ in figures) _____ ASBA A/c. No. _____		
Bank & Branch _____		
Received from Mr./Ms. _____		
Telephone / Mobile _____ Email _____		
TEAR HERE		
Option 1 Option 2 Option 3	Stamp & Signature of Syndicate Member / Registered Broker / SCSEB / CDP / RTA	Name of Sole / First Bidder
No. of Equity Shares		
Bid Price		
Additional Amount Blocked (₹)		
ASBA Bank A/c No.: _____		
Bank & Branch: _____		
Acknowledgment Slip for Bidder		
Bid Cum Application Form No. _____		

COMMON BID REVISION FORM	CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED - INITIAL PUBLIC ISSUE - NR Registered Office: B-215, Mandeshwar Indl. Premises Co-op. Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W) Mumbai - 400092 Tel. No.: [●]; Fax No.: [●]; E-mail: [●]; Website: www.creativeindia.com; CIN NO: U52392MH2004PTC148754	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FPIs FPOs OR FVCIs, ETC APPLYING ON A REPATRIATION BASIS

PLEASE CHANGE MY BID																			
4. FROM (AS PER LAST BID OR REVISION)																			
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)								Price per Equity Share (₹) 'Cut-off' (In Figures)										
									Bid Price		Retail Discount, if any			Net Price				'Cut-off' (Please ✓ tick)	
	8	7	6	5	4	3	2	1	4	3	2	1	3	2	1	4	3		2
Option 1																			
(OR) Option 2																			☐
(OR) Option 3																			☐

5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-Off")																				
Bid Options	No. of Equity Shares Bid (in Figures) (Bids must be in multiples of Bid Lot as advertised)							Price per Equity Share (₹) "Cut-off" (In Figures)												
								Bid Price				Retail Discount, if any			Net Price			"Cut-off"		
	8	7	6	5	4	3	2	1	4	3	2	1	3	2	1	4	3	2	1	
Option 1																				☐
(OR) Option 2																				☐
(OR) Option 3																				☐

6. PAYMENT DETAILS										PAYMENT OPTION : Full Payment ☐									
Additional Amount																			
Paid (₹ in Figures)										(₹ in words)									
ASBA Bank A/c No.																			
Bank Name & Branch																			

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

7 A. SIGNATURE OF SOLE / FIRST BIDDER Date: _____, 201	7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSSB to do all acts as are necessary to make the Application in the Offer	SYNDICATE MEMBER BROKER / SCSSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

 Creative Peripherals	CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED - BD REVISION FORM- INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Syndicate Member Broker/SCSB/CDP/RTA	Bid Cum Application Form No.	

PAN of Sole / First Bidder										
DPID / CLID										
Additional Amount Blocked (₹ in figures)					ASBA A/c. No.		Stamp & Signature of SCSB Branch			
Bank & Branch										
Received from Mr./Ms.										
Telephone / Mobile				Email						

TEAR HERE

CREATIVE PAPERHERALS AND DISTRIBUTION LIMITED. BID REVISION FORM- INITIAL PUBLIC ISSUE - NR		Option 1	Option 2	Option 3	Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA	Name of Sole / First Bidder	
	No. of Equity Shares						
	Bid Price						
	Additional Amount Blocked (₹)						
ASBA Bank A/c No.: _____							
Bank & Branch: _____							
						Acknowledgment Slip for Bidder	
						Bid Cum Application	

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10 CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED

4.2.1. NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER

Bidders should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2. BID OPTIONS REVISION 'FROM' AND 'TO'

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Bidder must also mention the details of shares applied/bid for given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- (b) In case of revision, Bid options should be provided by Bidders in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

4.2.3. PAYMENT DETAILS

- a) All Bidders are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Bidder may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the DRHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted

downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder is deemed to have approved such revised Bid at the Cut-off Price.

- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4. SIGNATURES AND ACKNOWLEDGEMENTS

Bidders may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3. SUBMISSION OF REVISION FORM/ BID CUM APPLICATION FORM /APPLICATION FORM

4.3.1. Bidders may submit completed Bid cum Application form / Revision Form in the following manner:-

Mode of Bid	Submission of Bid cum Application Form
All investors Bids	To the Bid cum Application Collecting Intermediaries as mentioned in the Draft Red herring Prospectus/ Bid cum Application Form

Bidders should submit the Revision Form to the same Designated Intermediary through which such Bidders had placed the original Bid.

SECTION 5: INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

This being book built issue procedure for fixed price issue is not applicable.

SECTION 6- ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

6.1 SUBMISSION OF BIDS

- During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- In case of Bidders (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the DRHP.

6.2 ELECTRONIC REGISTRATION OF BIDS

- 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 issue.
- On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- 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 day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange

Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

6.3 BUILD UP OF THE BOOK

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Issue Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Issue Period.

6.4 WITHDRAWAL OF BIDS

- a) RIIs can withdraw their Bids until Bid/Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

6.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) **The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:**
 - 1) the Bids accepted by the Designated Intermediaries,
 - 2) the Bids uploaded by the Designated Intermediaries, and
 - 3) the Bid cum Application Forms accepted but not uploaded by the Designated Intermediaries.
- b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

GROUND OF REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;

- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges; and
- Where no confirmation is received from SCSB for blocking of funds
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;

- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Details of ASBA Account not provided in the Bid cum Application Form

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.
- Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of Rs.20 to Rs 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

This being Book Built Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the EMERGE Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- (a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category x number of Shares applied for).
- (b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- (d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- (e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this DRHP.

- (f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Bidders as described below:
- i. As the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - ii. The balance net offer of shares to the public shall be made available for allotment to
 - individual bidders other than retails individual investors and
 - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.
 - iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to bidders in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**
- Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and

for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Red Herring Prospectus/ Prospectus. The Designated Stock Exchange may be as disclosed in the Red Herring Prospectus/ Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders in pursuance of the DRHP/Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, 2013 and as disclosed in the DRHP.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bids and also for any excess amount blocked on Bids.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Bid/Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, issue / allotment of Equity Shares pursuant to the Issue to successful Applicants.
Allottee(s)	Successful Bidders(s) to whom Equity Shares have been allotted/transferred.
Application Supported by Blocked Amount Form/ASBA Form	An application from, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus.
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account
ASBA Account	An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Mumbai and Ahmedabad
ASBA form	An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of this Draft Red Herring Prospectus.
Banker(s) to the Offer	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public offer Account will be opened and in this case being ICICI Bank Limited and HDFC Bank Limited
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Bidders under the Offer and which is described under chapter titled “Offer Procedure” beginning on page 273 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in accordance with the Draft Red Herring Prospectus and Bid cum Application Form
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus

Term	Description
	and the Prospectus
Bid/ Issue Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the Marathi newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the Marathi newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder	Any prospective investor who makes a Bid/Application pursuant to the terms of the DRHP/RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant
Book Building Process	Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers or BRLM	The book running lead managers to the Offer namely Pantomath capital Advisors Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges, where the Bidders can submit the Bid cum application 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 website of National Stock Exchange of India Limited.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids will be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDPs	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

Term	Description
	SEBI
Controlling Branch/Designated Branch	Such branch of the SCSBs which coordinate Bid cum Applications under this Offer by the ASBA Applicants with the Registrar to the Offer and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Cut-off Price	Offer Price, which shall be any price within the Price Band finalised by our Company and the Selling Shareholders in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (exc Anchor Investor) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated Locations	CDP Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Locations	CDP Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time
Designated Date	The date on which the Collection Banks transfer funds from the public issue Accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated Intermediary(ies)	Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Offer
Designated Locations	RTA Such centres of the RTAs where Bidder can submit the Bud cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time
Designated Exchange	Stock The designated stock exchange as disclosed in the Draft Red herring prospectus/ Prospectus of the issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
DP	Depository Participant

Term	Description
DP ID	Depository Participant's Identification Number
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated [●] issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the DRHP
Equity Shares	Equity Shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
First/sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Issue	The initial public Issue of up to 18,00,000 Equity Shares of face value of Rs.10 each for cash at a price of Rs. [●] each, aggregating up to Rs.[●]
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the DRHP/RHP/Prospectus and Bid cum Application Form
NEFT	National Electronic Fund Transfer
Net Offer	The Offer less reservation portion
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the DRHP/RHP/Prospectus and the Bid cum Application Form
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than □

Term	Description
	200,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes FIIs and FPIs
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the DRHP/RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer Price	The final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus The Offer Price will be decided by our Company in consultation with the BRLM on the Pricing Date in accordance with the Book-Building Process and the Red Herring Prospectus
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price band of a minimum price of Rs.[●] per Equity Share (Floor Price) and the maximum price of Rs.[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date, in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●] and [●] edition of the Marathi newspaper [●], each with wide circulation
Pricing date	The date on which our Company in consultation with the BRLM, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price, the size of the Offer and certain other information
Public Offer Account	Account opened with the Banker to the Offer i.e. ICICI Bank Limited and HDFC Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.

Term	Description
	The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being ICICI Bank Limited
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.nseindia.com/membership/dynaContent/find_a_broker.htm
Registrar /Registrar to the Issue	Registrar to the Offer, in this case being Bigshare Services Private Limited having registered office at E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai – 400 072, Maharashtra, India
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bid cum Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Reservation Portion	The portion of the offer reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009
Reserved Category / Categories	Categories of persons eligible for making Bids under reservation portion.
Revision Form	Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
RTGS	Real Time Gross Settlement
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries or at such other website as may be prescribed by SEBI from time to time
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Stock Exchanges / SE	The stock exchanges as disclosed in the DRHP/RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate Agreement	Agreement dated [●] entered into amongst the BRLM, the Syndicate Members, our Company in relation to the procurement of Bid cum

Term	Description
	Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate or Members of the Syndicate	The BRLM and the Syndicate Members
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated entered into between the Underwriter and our Company
Working Day	1. Till Application / Issue closing date: All days other than a Saturday Sunday or a public holiday 2. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days, of stock exchanges excluding Sundays and public holidays, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 India

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (**"FEMA"**). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are Foreign Investment Promotion Board (**"FIPB"**) and the Reserve Bank of India (**"RBI"**).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (**"FDI"**) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (**"DIPP"**), has issued consolidated FDI Policy Circular of 2016 (**"FDI Policy 2016"**), which with effect from June 7, 2016, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. Further, DIPP has issued Press note 5, dated June 24, 2016 which introduces few changes in FDI Policy 2016. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2016 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (**"RBI"**) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2016, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and 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 this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2016, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FII, FPI, NRI, FVCI, LLPs, DRs and Investment Vehicles under Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49 % or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

i. Investment by FIIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of share/s convertible debentures by a registered FII under PIS the total holding by each FII/SEBI approved sub-account of FII shall not exceed 10 % of the total paid-up equity capital or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs/sub-accounts of FIIs put together shall not exceed 24 % of paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/ convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro-Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company, and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

ii. Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares or convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10 % of the total paid-up equity capital or 10 % of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24 % of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24 % will be called aggregate limit. However, the aggregate limit of 24 % may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24 % or enhanced limit.

iii. Investment by NRI on repatriation and non-repatriation basis under PIS:

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

- the paid-up value of shares of an Indian company, purchased by each NRI both on repatriation and on non-repatriation basis, does not exceed 5 % of the paid-up value of shares issued by the company concerned;
 - the paid-up value of each series of convertible debentures purchased by each NRI both on repatriation and non-repatriation basis does not exceed 5 % of the paid-up value of each series of convertible debentures issued by the company concerned;
 - the aggregate paid-up value of shares of any company purchased by all NRIs does not exceed 10 % of the paid up capital of the company and in the case of purchase of convertible debentures
 - the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10 % of the paid-up value of each series of convertible debentures;
- However, the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the General Body of the Indian company concerned.

iv. Investment by NRI on Non-repatriation basis

As per current FDI Policy 2016, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase and sale of shares and convertible debentures or warrants by a NRI on Non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Draft Red Herring Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their

independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED

Sr. No	Particulars	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Applicable.
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) “These Articles” means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) “Auditors” means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) *“The Company” shall mean CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED	CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender
	(i) "In Writing" and “Written” includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the	Marginal notes

Sr. No	Particulars	
	construction thereof.	
	(k) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	
3.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of	Authorized Capital.

Sr. No	Particulars	
	Memorandum of Association of the Company from time to time.	
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. 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.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for	Provisions to apply on issue of Redeemable Preference Shares

Sr. No	Particulars	
	out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital	
10.	The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	Reduction of capital
11.	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
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized	ESOP

Sr. No	Particulars	
	by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division And Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
	MODIFICATION OF CLASS RIGHTS	
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	Modification of rights
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the	New Issue of Shares not to affect rights attached to existing shares of that class.

Sr. No	Particulars	
	creation or issue of further shares ranking pari passu therewith.	
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	Shares at the disposal of the Directors.
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
23.	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 either 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.	Directors may allot shares as full paid-up
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and	Deposit and call etc.to be a debt payable immediately.

Sr. No	Particulars	
	recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	CERTIFICATES	
28.	(a) 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 one month 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	Share Certificates.

Sr. No	Particulars	
	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. (b) 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 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. (c) 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.	
29.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	Issue of new certificates in place of those defaced, lost or destroyed.
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except	The first named joint holder deemed Sole holder.

Sr. No	Particulars	
	voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be 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 or his legal representative.	Installment on shares to be duly paid.
	UNDERWRITING AND BROKERAGE	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the 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 persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board.	Directors may make calls

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	(3) A call may be made payable by installments.	
36.	Fifteen 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 of Calls
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that	Proof on trial of suit for money due on shares.

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	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 was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.
	LIEN	
44.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	Company to have Lien on shares.
45.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall 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 lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
46.	The net proceeds of any such sale shall be received by the	Application of proceeds of

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	Company and applied in or towards 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 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.	sale.
	FORFEITURE AND SURRENDER OF SHARES	
47.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice may be given.
48.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon 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 or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	Terms of notice.
49.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
50.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member

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51.	Any shares 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 in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
52.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
53.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
54.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have 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.	Evidence of Forfeiture.
55.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
56.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
57.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.

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58.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale
59.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
	TRANSFER AND TRANSMISSION OF SHARES	
60.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
61.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
62.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by	Transfer not to be registered except on production of instrument of transfer.

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	operation of law.	
63.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however 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;	Directors may refuse to register transfer.
64.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
65.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
66.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder 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 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 debentureholder or other security holders..
67.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
68.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
69.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
70.	(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a	Recognition of legal representative.

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	sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares. (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	
71.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	Titles of Shares of deceased Member
72.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
73.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as	Registration of persons entitled to share otherwise than by transfer. (transmission clause).

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	member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	
74.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
75.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
76.	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 or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	Company not liable for disregard of a notice prohibiting registration of transfer.
77.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
78.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
	NOMINATION	
79.	i) 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	Nomination

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	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. ii) 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 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) 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.	
80.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be; (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.	Transmission of Securities by nominee
	DEMATERIALIZATION OF SHARES	
81.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialisation of Securities
	JOINT HOLDER	
82.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint	Joint Holders

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	Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	
83.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) 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 delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	SHARE WARRANTS	
84.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
85.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	Deposit of share warrants
86.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a	Privileges and disabilities of the holders of share warrant

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	Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	
87.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
	CONVERSION OF SHARES INTO STOCK	
88.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	Conversion of shares into stock or reconversion.
89.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.	Transfer of stock.
90.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
91.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	Regulations.
	BORROWING POWERS	
92.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the	Power to borrow.

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	Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	
93.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
94.	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.
95.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
96.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
97.	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.

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	MEETINGS OF MEMBERS	
98.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
99.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
100.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
101.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
102.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
103.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an	Chairman with consent may adjourn meeting.

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	adjourned meeting.	
104.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
105.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
106.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
	VOTES OF MEMBERS	
107.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum 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 or lien.	Members in arrears not to vote.
108.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
109.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
110.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.	Vote of member of unsound mind and of minor
111.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities	Postal Ballot

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	from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	
112.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
113.	a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Votes of joint members.
114.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
115.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
116.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
117.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer	Votes in respect of shares of deceased or insolvent members.

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	such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	
118.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
119.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised 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.	Appointment of a Proxy.
120.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
121.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
122.	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.	Time for objections to votes.
123.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
124.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	Number of Directors
125.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
126.	(a) Subject to the provisions of the Companies Act,	Nominee Directors.

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	2013and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	
127.	The Board may appoint an Alternate Director 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 period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
128.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who 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 been	Directors power to fill casual vacancies.

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	vacated by him.	
130.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
131.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
PROCEEDING OF THE BOARD OF DIRECTORS		
132.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
133.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	Chairperson
134.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
135.	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.	Continuing directors may act notwithstanding any vacancy in the Board
136.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee 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	Directors may appoint committee.

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	the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	
137.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
138.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Chairperson of Committee Meetings
139.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Meetings of the Committee
140.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
	RETIREMENT AND ROTATION OF DIRECTORS	
141.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
	POWERS OF THE BOARD	
142.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have	Powers of the Board

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	been valid if that regulation had not been made.	
143.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property , rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign,	To insure properties of the Company.

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	surrender or discontinue any policies of assurance effected in pursuance of this power.	
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise 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 and deal with money of the Company.
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such	To give Security by way of indemnity.

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	mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay	Transfer to Reserve Funds.

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	interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	To appoint and remove officers and other employees.
	(20) 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 discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	To appoint Attorneys.
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.

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	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to	

Sr. No	Particulars	
	charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. (34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested. (36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	

Sr. No	Particulars	
	MANAGING AND WHOLE-TIME DIRECTORS	
144.	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.	Powers to appoint Managing/ Directors. Wholetime
145.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	Remuneration of Managing or Wholetime Director.
146.	(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board. (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers. (3) The Company's General Meeting may also from time	Powers and duties of Managing Director or Wholetime Director.

Sr. No	Particulars	
	to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles. (4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit. (5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
147.	a) Subject to the provisions of the Act,— i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	THE SEAL	
148.	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in	The seal, its custody and use.

Sr. No	Particulars	
	any territory, district or place outside India.	
149.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	Dividend and Reserves	
150.	(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (3) 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.	Division of profits.
151.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
152.	a) 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 applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing 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, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Transfer to reserves
153.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim	Interim Dividend.

Sr. No	Particulars	
	dividends as appear to it to be justified by the profits of the company.	
154.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
155.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
156.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
157.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles .
158.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
159.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
160.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
161.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid 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. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Dividends how remitted.
162.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
163.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
	CAPITALIZATION	

Sr. No	Particulars	
164.	(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) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such members respectively; (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii). (3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares. (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	Capitalization.
165.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall — (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and (b) generally to do all acts and things required to give effect thereto. (2) The Board shall have full power - (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such 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 the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their	Fractional Certificates.

Sr. No	Particulars	
	existing shares. (3) Any agreement made under such authority shall be effective and binding on all such members. (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	
166.	(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges. (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	Inspection of Minutes Books of General Meetings.
167.	a) The Board shall from time to time determine whether and to what extent and at what times and places and 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. b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	Inspection of Accounts
	FOREIGN REGISTER	
168.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
169.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
170.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	
171.	Subject to the provisions of Chapter XX of the Act and rules made thereunder—	

Sr. No	Particulars	
	(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) 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. (iii) 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.	
	INDEMNITY	
172.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	Directors' and others right to indemnity.
173.	Subject to the provisions of the Act, no Director, Managing Director 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 or other act for 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 Directors 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 moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or	Not responsible for acts of others

Sr. No	Particulars	
	misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	
	SECREC Y	
174.	(a) Every Director, Manager, Auditor, Treasurer, 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 Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at B-215, Mandpeshwar Industrial Premises Co-op.Soc. Ltd, Opp. MCF Club, Off S.V.P. Road, Borivali (W), Mumbai- 400092 Maharashtra, India. from date of filing this Draft Red Herring Prospectus with RoC to Bid Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated March 1, 2017 between our Company and the BRLM.
2. Registrar Agreement dated March 1, 2017 between our Company and Bigshare Services Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated March 1, 2017 between our Company and Underwriter viz. BRLM
4. Market Making Agreement dated March 1, 2017 between our Company, Market Maker and the BRLM.
5. Bankers to the Issue Agreement dated March 1, 2017 amongst our Company, the BRLM, Banker(s) to the Issue and the Registrar to the Issue.
6. Syndicate Agreement dated [●] between our Company, the BRLM and Syndicate Member viz. Pantomath Stock Brokers Private Limited.
7. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated [●]
8. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated [●]

Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company along with certificates of incorporation as amended from time to time.
2. Resolutions of the Board of Directors dated March 1, 2017 in relation to the Issue and other related matters.
3. Special resolution of the Shareholders' passed at the Extra-ordinary General meeting dated March 1, 2017 authorizing the Issue.
4. Statement of Tax Benefits dated March 1, 2017 issued by our Peer Reviewed Auditor, [●], Chartered Accountants.
5. Report of the Peer Reviewed Auditor, dated March 1, 2017 on the Restated Financial Statements for the period ended September 30, 2017 and for the financial years ended as on March 31, 2016, 2015, 2014, 2013 & 2012 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditors, Peer Reviewed Auditors, Banker to the Company, Legal Advisor to the Issue, the Book Running Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Offer, Refund Banker to the Offer, Syndicate Member to the Issue to act in their respective capacities.
7. Copy of approval from EMERGE Platform of NSE Limited *vide* letter dated [●], to use the name of National Stock Exchange of India Limited in this Issue document for listing of Equity Shares on EMERGE Platform of National Stock Exchange of India Limited.

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Red Herring Prospectus are true and correct.

Signed by all the Directors, Chief Financial Officer and Company Secretary and Compliance Officer of our Company

Name and designation	Signature
Purvi Patel <i>Chariman and Whole Time Director</i>	
Vijay Advani <i>Managing Director</i>	
Ketan Patel <i>Director</i>	
Nitin Jain <i>Additional Independent Director</i>	
Piyush Shah <i>Additional Independent Director</i>	
Mandar Joshi <i>Additional Independent Director</i>	

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company

Ansuya Prasad Purohit
Chief Financial Officer

Tejas Doshi
Company Secretary & Compliance Officer

Place: Mumbai
Date: [●]

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	DRA Consultants Limited	2.96	10	October 13, 2016	12.00	184% (-2.98%)	3.66% (-2.69%)	Not Applicable
2.	Gretex Industries Limited	3.96	20	October 14, 2016	24.00	-8.00% (-3.34%)	-0.26% (-2.36%)	Not Applicable
3.	Sakar Health Care Limited	14.85	50	October 14, 2016	52.80	-4.00% (-3.34%)	0.17% (-2.36%)	Not Applicable
4.	Bindal Exports Limited	1.99	16	October 17, 2016	17.00	0.31% (-4.45%)	0.22% (-0.88%)	Not Applicable
5.	Mewar Hi-Tech Engineering Limited	2.33	22	October 17, 2016	26.40	-23.75 (-4.45%)	-0.19% (-0.88%)	Not Applicable
6.	Shashijit Infraprojects Limited	3.49	15	October 17, 2016	15.25	0.00% (-4.45%)	0.10% (-0.88%)	Not Applicable
7.	Agro Phos India Limited	12.93	22	November 16, 2016	26.40	-6.59% (0.52%)	0.03% (6.75%)	Not Applicable
8.	Majestic Research Services and Solutions Limited	9.43	114	December 14, 2016	140.00	56.27% (2.42%)	Not Applicable	Not Applicable
9.	Maheshwari Logistics Limited	27.17.	68	January 16, 2017	71.80	5.51% (0.97%)	Not Applicable	Not Applicable
10.	Madhav Copper Limited	4.48	81	February 06, 2017	90.50	Not Applicable	Not Applicable	Not Applicable

Note:- Majestic Research Services and Solutions Limited is a Further Public Offering managed by Pantomath Capital Advisors Private Limited

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
5. As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO/FPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30 th Calendar day from listing date			Nos of IPOs trading at premium on 30 th Calendar day from listing date			Nos of IPOs trading at discount on 180 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
13-14	*1	6.85	-	-	-	-	1	-	-	-	-	-	1	-
14-15	**5	56.84	-	-	-	-	-	5	-	-	-	-	1	4
15-16	***9	54.01	-	-	1	3	2	3	-	-	2	4	3	-
16-17	****20##\$	132.99	-	-	5	4	3	7	-	-	1	3	-	2

*The scripts of Si. Vi. Shipping Corporation Limited was listed on March 6, 2014.

**The scripts of Women's Next Loungeries Limited, Ultracab (India) Limited, Momai Apparels Limited, Jet Infraventure Limited and Supreme(India) Impex Limited were listed on April 21, 2014, October 10, 2014, October 16, 2014, November 25, 2014, and March 31, 2015 respectively.

***The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

****The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos India Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited and Madhav Copper Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016, December 14, 2016, January 16, 2017 and February 06, 2017 respectively.

##The Scripts of Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultants Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos India Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited and Madhav Copper Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days and 30 Days respectively from the date of listing.

\$ As on 30th trading day the closing price of the scripts Ruby Cables Limited and Shashijit Infraprojects Limited were at par with the issue price. Hence, they are not considered for counting the number of IPOs trading at discount and premium.