



RUBY CABLES LIMITED

Our Company was originally incorporated as "Ekank Cables Limited" in Vadodara, Gujarat, as a public limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 24, 1996 bearing Registration Number: 31359 issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli and having Certificate for Commencement of Business dated January 22, 1997. Subsequently, the name of our Company was changed to "Ruby Cables Limited" and a fresh Certificate of Incorporation dated March 22, 2011 was issued by Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli. The Corporate Identification Number of our Company is U31109GJ1996PLC031359. For details of incorporation, change of name and Registered Office of our Company, please refer to chapters titled 'General Information' and 'Our History and Certain Other Corporate Matters' beginning on page 60 and 151 respectively of this Prospectus.

Registered Office: 15- G.I.D.C., Manjusr, Ta: Savli, Vadodara- 391775, Gujarat, India. **Tel. No.:** 02667-264554; **Fax No.:** 02667-264555

Contact Person: Nikita Patel, Company Secretary and Compliance Officer

Email: cs@rubycables.com; **Website:** www.rubycables.com

PROMOTER OF OUR COMPANY: CHIRAG GADA

THE ISSUE

PUBLIC ISSUE OF 20,01,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF RUBY CABLES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 50 PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. 40 PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING RS. 1,000.50 LAKHS ("THE ISSUE"), OF WHICH 1,05,000 EQUITY SHARES OF FACE VALUE RS. 10 EACH FOR CASH AT A PRICE OF RS. 50 PER EQUITY SHARE, AGGREGATING RS. 52.50 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 18,96,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 50 PER EQUITY SHARE, AGGREGATING RS. 948.00 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 32.01% AND 30.33% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. 50 IS 5 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 255 of this Prospectus. A copy has been delivered for registration to the Registrar of companies 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 chapter titled 'The Issue Structure' beginning on page 253 of this Prospectus.

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of the Issuer, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10 per Equity Share and the Issue price of Rs. 50 per Equity Share is 5 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager as stated in the chapter titled 'Basis for Issue Price' beginning on page 91 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

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

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the Issuer and this Issue, which is material in the context of this Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.

LISTING

The Equity Shares of our Company offered through this Prospectus are proposed to be listed on the SME platform of BSE Limited ('BSE'). In terms of the Chapter XB of the SEBI (ICDR) Regulations, as amended from time to time, we are not required to obtain an in-principal listing approval for the shares being offered in this Issue.

However, our Company has received an approval letter dated December 15, 2015 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, SME Platform of the BSE shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE

PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED
406-408, Keshva Premises,
Behind Family Court, BandraKurla Complex,
Bandra (East), Mumbai – 400051
Tel: +91 22 6194 6724
Fax: +91 22 2659 8690
Website: www.pantomathgroup.com
Email: ipo@pantomathgroup.com
Investor Grievance Id: ipo@pantomathgroup.com
Contact Person: Ms. Madhu Lunawat
SEBI Registration No.: INM000012110



REGISTRAR TO THE ISSUE

KARVY COMPUTERSHARE PVT. LTD.
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032, India
Toll free No.: 1800 3454 001
Tel: +91 40 6716 2222
Fax: +91 40 23431551
Email: rubycables.ipo@karvy.com
Website: www.karisma.karvy.com
Contact Person: Mr. M. Murali Krishna
SEBI Registration Number: INR000000221



ISSUE PROGRAMME

ISSUE OPENS ON: MARCH 30, 2016

ISSUE CLOSES ON: APRIL 5, 2016

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The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons" (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION I – GENERAL DEFINITION AND ABBREVIATION

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

Company Related Terms

| Term | Description |
|---|---|
| “Articles” or “Articles of Association” or “AOA” | The Articles of Association of our Company, as amended from time to time |
| “Auditor” or “Statutory Auditor” | The statutory auditor of our Company, being M/s. Rajesh Nagda & Associates, Chartered Accountants |
| Banker to our Company | Bank of Baroda |
| “Board” or “Board of Directors” or “our Board” | The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof |
| Company Secretary and Compliance Officer | The Company Secretary and Compliance Officer of our Company being Nikita Patel |
| Director(s) | The Director(s) of our Company, unless otherwise specified |
| Equity Shares | Equity Shares of our Company of face value of Rs. 10/- each fully paid up |
| Equity Shareholders | Persons/Entities holding Equity Shares of our Company |
| Group Companies | Such companies as are included in the chapter titled “ <i>Our Group Companies</i> ” beginning on page number 171 of this Prospectus |
| “Memorandum of Association” or “Memorandum” or “MOA” | The Memorandum of Association of our Company, as amended from time to time |
| Peer Reviewed Auditor | The Peer Reviewed Auditor of our Company, being M/s. Vijay N. Tewar & Co., Chartered Accountants |
| “Promoter” or “our Promoter” | Promoter of our company being Chirag Gada |
| Promoter Group | Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and a list of which is provided in the chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page 167 of this Prospectus. |
| Registered Office | The Registered office of our Company situated at 15- G.I.D.C., Manjusar, Ta: Savli, Vadodara- 391775, Gujarat, India |
| RoC / Registrar of Companies | The Registrar of Companies, Gujarat, Dadra and Nagar Haveli located at ROC Bhavan , Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013 |
| Shareholders | Shareholders of our Company |
| “Ruby Cables Limited”, or “the Company” ,or “our Company” or “we”, “us”, “our”, or “Issuer” or the “Issuer Company” | Ruby Cables Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 |

Issue Related Terms

| Term | Description |
|--|---|
| Allocation/ Allocation of Equity Shares | The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants |
| Allotment/ Allot/ Allotted | Issue and allotment of Equity Shares of our Company pursuant to Issue of the Equity Shares to the successful Applicants |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges. |
| Allottee(s) | Successful Applicant(s) to whom Equity Shares of our Company have been allotted |
| Applicant/ASBA Applicant | Any prospective investor who makes an application for Equity Shares of our Company in terms of this Prospectus. All the applicants should make application through ASBA only. |
| Application Amount | The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus |
| Application Collecting Intermediaries | <ol style="list-style-type: none"> 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 eligible for this activity)('broker') 4. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) 5. a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| Application Form | The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue |
| ASBA / Application Supported by Blocked Amount | Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB |
| ASBA Account | Account maintained by an ASBA Applicant with a SCSB which will be blocked by such SCSB to the extent of the appropriate Application Amount of the ASBA Applicant and as defined in the 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, Vadodara and Ahmedabad |
| Banker(s) to the Issue/ Public Issue Bank(s) | 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 IndusInd Bank Limited |
| Broker Centres | Broker centres notified by the Stock Exchanges, where the applicants can submit the 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 BSE on the following link: |

| Term | Description |
|------------------------------|--|
| | http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=6 |
| Basis of Allotment | The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “Issue Procedure” beginning on page 255 of this Prospectus |
| Collecting Centres | Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs |
| Controlling Branch | Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time |
| Demographic Details | The demographic details of the Applicants such as their address, PAN, occupation and bank account details |
| 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 Branches | Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility |
| Designated Date | The date on which the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the amount is unblocked in the ASBA Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted to the successful Applicants |
| Designated RTA Locations | Such centres of the RTAs where Applicants can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time |
| Designated Stock Exchange | SME Platform of BSE Limited |
| Draft Prospectus | The Draft Prospectus dated November 30, 2015 issued in accordance with section 26 of the Companies Act, 2013 and filed with the BSE under SEBI (ICDR) Regulations |
| Eligible NRIs | NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein |
| General Information Document | The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI. |
| First/ Sole Applicant | The Applicant whose name appears first in the Application Form or Revision Form |

| Term | Description |
|---|--|
| FII/ Foreign Institutional Investors | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO | Public Issue of 20,01,000 Equity Shares of face value of Rs. 10/- each fully paid of Ruby Cables Limited for cash at a price of Rs 50/- per Equity Share (including a premium of Rs. 40/- per Equity Share) aggregating Rs. 1,000.50 lakhs. |
| Issue Agreement | The agreement dated November 16, 2015 and amendment to Issue Agreement dated March 4, 2016 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue. |
| Issue Closing date | Tuesday, April 5, 2016 |
| Issue Opening Date | Wednesday, March 30, 2016 |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application |
| Issue Price | The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 50/- per Equity Share of face value of Rs. 10 each fully paid |
| Issue Proceeds | Proceeds from the Issue that will be available to our Company, being Rs. 1,000.50 Lakhs |
| Lead Manager/ LM | Lead Manager to the Issue in this case being Pantomath Capital Advisors Private Limited, SEBI registered Category I Merchant Banker |
| Market Making Agreement | Market Making Agreement dated November 16, 2015 and amendment to Market Making Agreement dated March 4, 2016 between our Company, Lead Manager and Market Maker. |
| Market Maker | Market Maker appointed by our Company from time to time, in this case being Choice Equity Broking Private Limited, who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time |
| Market Maker Reservation Portion | The Reserved Portion of 1,05,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 50/- per Equity Share aggregating Rs. 52.50 lakhs for the Market Maker in this Issue |
| Mutual Fund(s) | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time |
| NIF | National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India |
| Net Issue | The Issue excluding the Market Maker Reservation Portion of 18,96,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 50/- per Equity Share aggregating Rs. 948.00 lakhs by our Company |
| Net Proceeds | The Issue Proceeds, less the Issue related expenses, received by the Company. |
| Non Institutional Investors | All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an |

| Term | Description |
|---|---|
| | amount more than Rs. 2,00,000 |
| OCB/ Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue |
| Person/ Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires |
| Prospectus | The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013. |
| Public Issue Account | Account opened with the Bankers to the Issue i.e. ICICI Bank Limited and IndusInd Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date. |
| Public Issue Account Agreement | Agreement entered on March 4, 2016 amongst our Company, Lead Manager, the Registrar to the Issue and Bankers to the Issue for collection of the Application Amount on the terms and conditions thereof. |
| Qualified Institutional Buyers or QIBs | A Mutual Fund, Venture Capital Fund, Alternative Investment Fund and Foreign Venture Capital investor registered with the Board, , foreign portfolio investor other than Category III foreign portfolio investor, registered with the Board; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore rupees; National Investment Fund set up by resolution No. F. No. 2/3/2005 - DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India. |
| Refund Account | Account to which Application monies to be refunded to the Applicants |
| Refund Bank/ Refund Banker | 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 | Refund through ASBA process |
| Registered Broker | Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities |

| Term | Description |
|---------------------------------------|---|
| | listed on stock exchanges, a list of which is available on http://www.bseindia.com/members/MembershipDirectory.aspx & http://www.nseindia.com/membership/dynaContent/find_a_broker.htm |
| Registrar /Registrar to the Issue | Registrar to the Issue, in this case being Karvy Computershare Private Limited having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 India |
| Retail Individual Investor | Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta), who apply for an amount less than or equal to Rs 2,00,000 |
| Revision Form | The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s) |
| SCSB/ Self Certified Syndicate Banker | Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/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 |
| SME Platform of BSE | The SME Platform of BSE for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011 |
| Specified Locations | Collection centres where the SCSBs shall accept application form, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time. |
| Underwriter | Pantomath Capital Advisors Private Limited |
| Underwriting Agreement | The agreement dated November 16, 2015 and amendment to Underwriting Agreement dated March 4, 2016 entered into between the Underwriter and our Company |
| Working Day | (i) Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; (ii) Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 |

Technical and Industry Related Terms

| Term | Description |
|-------|---|
| ARMs | Additional Revenue Measures |
| ASEAN | Association of South East Asian Nations |
| BBB | Better Business Bureaus |
| BSI | British Standards Institution |

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|---------------|--|
| CAGR | Compound Annual Growth Rate |
| CPI | Consumer Price Index |
| CPRI | Central Power Research Institute |
| Credit Suisse | Credit Suisse Business Analytics India |
| CSO | Central Statistics Office |
| DIPP | Department of Industrial Policy & Promotion |
| EHTP | Electronic Hardware Technology Park |
| EIL | Engineers India Ltd |
| EMDEs | Emerging Market & Developing Economies |
| EPC | Engineering, Procurement, Construction |
| EPCG | Export Promotion Capital Goods |
| EPR | Ethylene Propylene Rubber |
| ESDM | Electronic System Design and Manufacturing |
| FICCI | Federation of Indian Chambers of Commerce and Industry |
| FTA | Foreign Trade (Development and Regulation) Act, 1992 |
| FTAs | Free Trade Agreements |
| GST | Goods and Services Tax |
| GVA | Gross Value Added |
| GW | Giga Watts |
| HT | High Tension |
| ICTE | International Conference on Technology and Education |
| IIP | Index of Industrial Production |
| IMF | International Monetary Fund |
| IPR | Intellectual Property Right |
| ISI | Indian Standards Institute |
| IT | Information Technology |
| ITA-1 | Information Technology Agreement-1 |
| JV | Joint Venture |
| KVAH | Kilo-Volt Ampere Hour |
| LT | Low Tension |
| MoS PMO | Minister of State Prime Minister's Office |
| M-o-M | Month-On-Month |
| MSMEs | Micro, Small and Medium Enterprises |
| MTOE | million tonnes of oil equivalent |
| MW | Mega Watt |
| MYEA | Mid-Year Economic Analysis |
| OIL | Oil India Limited |
| ONGC | Oil and Natural Gas Corporation |
| PC | Pay Commission |
| PE | Polyethylene |
| PMI | Purchasing Managers' Index |
| PV | photovoltaic |
| PVC | Polyvinyl Chloride |
| R&D | Research & Development |
| RIRI | Rational Investor Ratings Index |
| SEZ | Special Economic Zone |
| UNIDO | United Nations Industrial Development Organisation |
| WEO | World Economic Outlook |

| | |
|------|---------------------------|
| WPI | Wholesale Price Index |
| WTO | World Trade Organisation |
| XLPE | Cross linked polyethylene |

Conventional and General Terms/ Abbreviations

| Term | Description |
|---------------------|---|
| A/C | Account |
| AGM | Annual General Meeting |
| AIF | Alternative Investments Fund |
| AS | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| A.Y. | Assessment Year |
| BSE | BSE Limited |
| CAGR | Compounded Annual Growth Rate |
| CDSL | Central Depository Services (India) Limited |
| CFO | Chief Financial Officer |
| CMD | Chairman and Managing Director |
| CIN | Corporate Identification Number |
| Companies Act | Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013. |
| Companies Act, 2013 | The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections |
| CPC | Civil Procedure Code |
| Depositories | NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| DIN | Director Identification Number |
| DP | Depository Participant |
| DP ID | Depository Participant's Identity |
| EBIDTA | Earnings before interest, depreciation, tax, amortization and extraordinary items |
| ECS | Electronic Clearing Services |
| EGM | Extraordinary General Meeting |
| ESIC | Employee State Insurance Corporation |
| ESOP | Employee Stock Ownership Plan |
| ESPS | Employee Stock Purchase Scheme |
| EPS | Earnings Per Share |
| FDI | Foreign Direct Investment |
| FCNR Account | Foreign Currency Non Resident Account |
| FEMA | Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under |
| FII(s) | Foreign Institutional Investors |
| FIs | Financial Institutions |
| FIPB | The Foreign Investment Promotion Board, Ministry of Finance, Government of India |
| FPI(s) | Foreign Portfolio Investor |

| Term | Description |
|---|---|
| FVCI | Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 |
| F.Y./FY | Financial Year |
| GAAP | Generally Accepted Accounting Principles |
| GDP | Gross Domestic Product |
| GIR Number | General Index Registry number |
| Gol/ Government | Government of India |
| HNI | High Networth Individual |
| HUF | Hindu Undivided Family |
| ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| ICAI | Institute of Chartered Accountants of India |
| IFRS | International Financial Reporting Standards |
| IPO | Initial Public Offering |
| IT Rules | The Income Tax Rules, 1962, as amended from time to time |
| INR | Indian National Rupee |
| Key Managerial Personnel / KMP | The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “Our Management” beginning on page 154 of this Prospectus |
| LPH | liter per hour |
| Ltd. | Limited |
| MD | Managing Director |
| Mtr | Meter |
| N/A or N.A. | Not Applicable |
| NAV | Net Asset Value |
| NECS | National Electronic Clearing Services |
| NEFT | National Electronic Fund Transfer |
| Net Worth | The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account |
| NOC | No Objection Certificate |
| NR | Non Resident |
| NRE Account | Non Resident External Account |
| NRI | Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time |
| NRO Account | Non Resident Ordinary Account |
| NSDL | National Securities Depository Limited |
| Ongoing | Ongoing means where approval have been received and development & marketing have started. |

| Term | Description |
|---|---|
| p.a. | per annum |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| Pvt. | Private |
| PBT | Profit Before Tax |
| P/E Ratio | Price Earnings Ratio |
| QIB | Qualified Institutional Buyer |
| RBI | Reserve Bank of India |
| RBI Act | The Reserve Bank of India Act, 1934, as amended from time to time |
| RoNW | Return on Net Worth |
| Rs. / INR | Indian Rupees |
| RTGS | Real Time Gross Settlement |
| SCRA | Securities Contracts (Regulation) Act, 1956 |
| SCRR | Securities Contracts (Regulation) Rules, 1957 |
| SCSB | Self Certified Syndicate Bank |
| SEBI | Securities and Exchange Board of India |
| SEBI Act | Securities and Exchange Board of India Act, 1992, as amended from time to time |
| 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 |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time |
| SME | Small Medium Enterprise |
| SSI Undertaking | Small Scale Industrial Undertaking |
| Stock Exchange (s) | SME Platform of BSE Limited |
| Sq. | Square |
| Sq. mtr | Square Meter |
| TAN | Tax Deduction Account Number |
| TRS | Transaction Registration Slip |
| TIN | Taxpayers Identification Number |
| TNW | Total Net Worth |
| Upcoming | Plan approval is pending but development right has been signed |
| u/s | Under Section |
| UIN | Unique Identification Number |
| US/ U.S. / USA/United States | United States of America |
| USD or US\$ | United States Dollar |
| U.S. GAAP | Generally accepted accounting principles in the United States of America |
| UOI | Union of India |
| WDV | Written Down Value |
| WTD | Whole-time Director |
| w.e.f. | With effect from |
| YoY | Year over year |

Notwithstanding the following: -

- i. In the section titled *“Main Provisions of the Articles of Association”* beginning on page 303 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the section titled *“Financial Statements”* beginning on page 176 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- iii. In the section titled *“Risk Factors”* beginning on page 17 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- iv. In the chapter titled *“Statement of Possible Tax Benefits”* beginning on page 94 of this 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 211 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.



PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements*” beginning on page 176 this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

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

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

Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled ‘*Financial Statements*’ beginning on page 176 of this Prospectus.

CURRENCY OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Prospectus have been obtained from internal Company reports and Industry publications inter alia Economic Survey, FICCI, India Brand Equity Foundation etc. Industry publications generally state that the information contained in those

publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

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



FORWARD LOOKING STATEMENT

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

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

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 17 and 211 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

SECTION II – RISK FACTORS

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

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 122, “Our Industry” beginning on page 97 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 211 respectively, of this Prospectus as well as other financial information contained herein.

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations. 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 section, refer to the chapter titled “Definitions and Abbreviations” beginning on page 3 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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



INTERNAL RISK FACTORS

- **Business Risks**

1. ***Our current promoter Mr. Chirag Gada along with other investors had acquired the shares of our Company from original promoters in the year 2010. Our Company does not have certain records and documents for the period prior to the acquisition of shares and business from the original promoters of our Company.***

Our Company was originally promoted by Virendra Parekh and Neelam Parekh. In the year 2010, our Promoter, Chirag Gada along with other investors had acquired shares and business of our Company from the original promoters. Certain documents and records prior to the date of such acquisition such as minutes of the meetings of the Board and members, initial lease agreement with G.I.D.C, bank statements of the Company, amongst others, are not available with the present management. In the absence of such documents, any challenges that the present management may face in future due to non-availability of such documents may not be ascertainable and may adversely affect our result of operations. Further the information in the offer document with respect to such documents is presented to the best of information and data available.

2. ***Our top 5 customers constitutes around 96% and top 10 customers contributes more than 99% of our revenue from operations***

As per our current business model, our Company has a limited customer base as we generate our sales by subscribing and fulfilling of tenders invited by Electricity Companies operated by state government and selling to a few private institutions. For the year ended March 31, 2015 our top 5 customers contributed around 96% and top 10 customers contributed more than 99% of our sales. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. Although, we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, we cannot assure that we shall generate

the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations. However, the composition and revenue generated from these customers might change as we continue to add new customers in the normal course of business.

3. *We have a limited number of raw material suppliers. Any kind of refusal from them can hinder our production resulting into loss of our clients.*

There are very few suppliers from whom we procure raw materials (like aluminium, copper and PVC/XLPE) and they may allocate their resources to service other clients ahead of us. While we believe that we could find additional suppliers to supply these raw materials, any failure of our suppliers to deliver these raw materials in the necessary quantities or to adhere to delivery schedules or specified quality standards and technical specifications would adversely affect our production processes and our ability to deliver orders on time and at the desired level of quality. As a result, we may lose customers and incur contractual penalties or liabilities for failure to perform contracts, which could have a material adverse effect on our business, financial condition and results of operations.

4. *Our promoter has limited experience in cables and wire industry.*

Our Promoter, Chirag Gada along with other investors had acquired shares and business of our Company from the original promoters in the year 2010. Prior to this acquisition, our Promoter hailed from different industrial background and did not have much exposure in the cables and wire industry. However, since then our Promoter has gained a good amount of experience and an understanding of market dynamics of our respective industry. Although he has been successfully running the business operations which is evidenced by the growth in our operations and turnover from Rs. 2,741.99 lakhs in FY 2011 to Rs. 8,587.09 lakhs in FY 2015, lack of vintage experience to address the risks frequently encountered by cable & wire industry, may adversely affect our operations.

5. *We generate our major portion of sales from our operations in certain geographical regions especially Gujarat and any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.*

We generate our major sales from subscribing and fulfilling of tenders invited by Electricity Companies operated by Gujarat state government and selling to private institutions in Gujarat. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in Gujarat region to expand our operations in other parts of India and overseas markets, should we decide to further expand our operations.

Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in Gujarat, and our experience in Gujarat may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside Gujarat market may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.



6. Our Company and Group Company are involved in certain legal proceedings. Any adverse decision in such proceedings may render us liable to liabilities / penalties and may adversely affect our business and results of operations.

There are certain outstanding legal proceedings involving our Company and Group Company. These proceedings are pending at different levels before relevant authorities. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and includes amounts claimed jointly and severally from our Company, Group Company and other parties. We cannot assure you that these proceedings will be decided in our favour or in favour of Group Company. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business and results of operation. Details of such outstanding litigations as on date of this Prospectus are as follows:

Litigations involving our Company

| Nature of Cases | Company | | Diamond Projects Limited (Group Company) | |
|-----------------|--------------------------------|-----------------------------------|---|-----------------------------------|
| | No. of Outstanding Cases | Amount Involved (in Rs. lakhs) | No. of Outstanding Cases | Amount Involved (in Rs. lakhs) |
| Income Tax | 1 | 23.11 | 1 | 0.12 |
| Total | 1 | 23.11 | 1 | 0.12 |

Further, our Company is also subject to risks of litigation including public interest litigation, contract, employment related, personal injury and property damage. Any adverse decision may have a significant effect on our business including the financial condition of our Company, delay in implementation of our current or future project and results of operations. There can be no assurance that losses relating to litigation or arbitration will be covered by insurance, that any such losses would not have a material adverse effect on the results of our operations or financial condition, or that provisions made for litigation and arbitration related losses would be sufficient to cover our ultimate loss or expenditure. Details of outstanding proceedings that have been initiated against our Company and Group Company are set forth in the section titled “*Outstanding Litigation and Material Developments*” beginning on page number 225 of this Prospectus.

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

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

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

our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

8. The availability, price, quality and timely delivery of raw material is an important factor for our business, any fluctuation, delay or increase in cost in same may affect our business and prices.

Our basic raw materials are aluminium, copper and PVC/XLPE, which constitutes a major portion of our overall cost depending upon the type of cables and conductors. Any material shortage or interruption in the supply or decrease in the quality of raw materials due to natural causes or other factors could result in increased production costs that we may not be able to pass on to our customers, which in turn would have a material adverse effect on our margins and results of operations. We procure these raw materials from domestic suppliers at the existing market rates. However, the prices of these materials may be subject to rapid fluctuations owing to changes in demand-supply forces which are not within our control. Increase in prices shall lead to an increase in cost of production, thereby increasing the price of our final product. This could have an adverse impact on our business, financial conditions and results of operations.

9. 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:

Amount (Rs. in lakhs)

| Particulars | For the period ended September 30, 2015 | For the year ended March 31, | | | | |
|---|---|------------------------------|----------|----------|----------|----------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Cash Flow from / (used in) Operating Activities | 179.93 | 408.47 | 43.81 | (225.16) | (882.55) | 674.08 |
| Cash Flow from / (used in) Investing Activities | (2.54) | 42.93 | (935.72) | (440.62) | (283.30) | (433.68) |
| Cash Flow from / (used in) Financing Activities | (188.00) | (430.48) | 871.08 | 687.11 | 1,032.99 | (108.10) |

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.

10. Our Company has lapsed /delayed in making the required filings under various regulations applicable to us.

Our Company is required under various regulations applicable to it, like Companies Act, The Bureau of Indian Standards Act, 1986, The Factories Act, 1948. Environment (Protection) Act, 1986, Air (Prevention and Control of Pollution) Act, 1981, Water (Prevention and Control of Pollution) Act, 1974, The Payment of Bonus Act, 1965, The Payment of Gratuity Act, 1972, The Employee's Compensation Act, 1923, The Shops and Establishment Acts, The Minimum Wages Act, 1948, Hazardous Waste Management & Handling Rules, 2008, Commercial Tax, Central Excise Act, 1944, Income Tax Act, 1961 etc. to make filings with various authorities constituted under the said acts, some of which has not been done within the stipulated time period at some instances. Due to these delays in filings, our Company had on several



occasions paid the requisite late fees. Also our Company has filed some forms incorrectly or some forms have not been filed with RoC. Although, we have not received any show-cause notice in respect of the above, such delay/non-compliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. While this could be attributed to technical lapses and human errors, our Company has now appointed a whole time company secretary and is in the process of setting up a system to ensure that requisite filings are done appropriately with the requisite timeline.

11. 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 and inventories. Summary of our working capital position is given below:-

Amount (Rs. in lakhs)

| Particulars | As at September 30, 2015 | At at March 31, | | | | |
|---|--------------------------------|-----------------|---------------|---------------|---------------|-----------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| A. Current Assets | | | | | | |
| Inventories | 1,673.77 | 1,374.37 | 1,185.83 | 697.56 | 354.36 | 813.38 |
| Trade Receivables | 510.99 | 541.37 | 1,135.02 | 498.64 | 531.15 | 1,121.35 |
| Cash and Cash Equivalents | 11.06 | 21.65 | 0.73 | 21.55 | 0.22 | 133.07 |
| Short Term Loans & Advances | 1,001.63 | 82.89 | 109.44 | 38.66 | 12.73 | - |
| Other Current Assets | 223.91 | 134.84 | 265.39 | 43.68 | 0.44 | 1.14 |
| B. Current Liabilities | | | | | | |
| Short Term Borrowings | 1,212.76 | 1,214.91 | 1,222.58 | 725.32 | 317.65 | - |
| Trade Payables | 1,385.05 | 187.50 | 425.28 | 25.96 | 222.56 | 2,409.88 |
| Other Current Liabilities | 165.82 | 174.27 | 345.81 | 23.90 | 6.71 | 62.26 |
| Short Term Provisions | 43.31 | 49.72 | 146.28 | 85.34 | 67.47 | 14.83 |
| Working Capital (A-B) | 614.42 | 528.72 | 556.46 | 439.57 | 284.51 | (418.03) |
| Inventories as % of total current assets | 48.92% | 63.77% | 43.98% | 53.65% | 39.42% | 39.31% |
| Trade receivables as % of total current assets | 14.94% | 25.12% | 42.09% | 38.35% | 59.09% | 54.20% |

We intend to continue growing by reaching to other geographical areas. This may result in increase in the quantum of current assets particularly Inventories and 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 or pay out debts, 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 85 of this Prospectus.

12. Our business is dependent on our continuing relationships with our customers, with whom we have not entered into long term arrangements. Further, we have been procuring business from government entities, which are undertaken through a bidding process and failure to procure such tenders on a continuous basis could adversely impact our revenues and profitability.

We do not have any long term arrangements with any of our customers for purchase of our products in the future, at the current prices or at all. We generate sales by subscribing and fulfilling of tenders invited by Electricity Companies operated by Gujarat state government and selling to private institutions. In case of sales to government companies, our Company bids in the prospective tenders where bidders are scrutinised for technical and financial qualifications. Quality and reliability of the products, competitive bids at which the tenders are subscribed, ability to perform the tenders within

time, etc. are some of the major criteria upon which the government companies awards the tender. There is no assurance that we will be able to obtain continuous business, get awarded with tenders every time or at all. Also we do not have long term contracts with our customers from private sector. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure tender contracts on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

13. Our statutory auditor has included certain qualifications in the statutory audit reports of our Company.

Our statutory auditor has included certain qualifications in the statutory audit reports of our Company, detailed as below:

- For the Financial year 2010-11: No provision for gratuity payable to employees is made, provision for the respective act were applicable during the year.
- For the Financial year 2012-13: The Company has been regular in depositing Income-Tax, Sales - Tax, Cess and any other statutory dues with appropriate authorities, *except that the Company has made late payment of Self Assessment Tax for the A.Y. 2012-13 and the final payment was made as on 15/06/2013.*

However, the audit qualifications which would have a financial impact are adjusted in the restated financial statements. Although no show cause notice in respect of the same has been received by our Company till date, any penalty imposed for such non-compliance could affect our financial conditions to that extent. For further details, please refer to chapter titled "Financial Statements" beginning on Page 176 of this Prospectus.

14. Our revenue from manufacturing operations is highly dependent on business from electricity companies operated by Gujarat State Government and hence indirectly exposed to the risks associated with growth of such Companies.

Our revenue from manufacturing operations is highly dependent on business from electricity companies operated by Gujarat State Government. The frequency and the volume of the tenders invited by these Companies are dependent on the growth of the state economy, infrastructural development, industrial demand and such other factors. Any downfall or disruption in the demand from the state government electricity companies for our products may adversely affect our business model and our revenue from operations.

15. We are subject to penalties and liquidated damages in case of contracts entered into with Government entities. Further we may be liable to terminate such contracts in case of breach of certain terms and conditions.

We are subject to penalties or liquidated damages in case of contracts entered into with Government entities. Any failures to adhere to a contractually agreed schedule for reasons other than the agreed force majeure events could result in us being required to pay liquidated damages. Further we are bound by certain contractual liabilities for not adhering to conditions mentioned in the contract. Any delay in adhering to a specified delivery schedule or breaching other terms of contract may adversely affect our profitability, working capital requirements, and cash flows and may also lead to termination of contracts in some instances. Further such instances might also affect our ability and chances to be awarded with such tenders in future.

16. Negative publicity with respect to our products or the industry in which we operate could adversely affect our business, financial condition and results of operations.

Our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding us, our products i.e., cables and conductors and industry generally could adversely



affect our reputation and our results of operations. Challenges to the conflict-free status of cables and conductors used in our industry and sold by us may result in a negative change in consumer attitudes to cables and conductors and could result in negative publicity, having a material adverse effect on our business, financial condition and results of operations.

17. *We operate in a highly competitive environment and may not be able to maintain our market position, which may adversely impact our business, results of operations and financial condition.*

The industry segment which we cater to is dependent on government tenders and is highly competitive. Further, even our private sector customers have numerous options of suppliers for fulfilling their demand for cables, wires, conductors and other related products. We compete primarily on the basis of quality, pricing and marketing. We believe that in order to compete effectively, we must continue to maintain our reputation, be flexible and prompt in responding to rapidly changing market demands, and offer customer qualitative products at competitive prices. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

18. *Our Company has manufacturing facility located at Savli, Vadodara, Gujarat. Any delay in production at, or shutdown of, or any interruption for a significant period of time, in this facility may in turn adversely affect our business, financial condition and results of operations.*


Our Company has manufacturing facility located at Savli, Vadodara, Gujarat. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. Further, our manufacturing facility is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns at this facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

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

We do not own the land on which our manufacturing facility and registered office are located. We have taken the said land on lease from GIDC which is valid until June 17, 2096. Further, if we do not comply with certain conditions of the lease, GIDC may terminate the lease, which could have an adverse affect on our operations.

20. *We are not in possession and are unable to trace the Trademark Registration Certificate for our logo,*



Our application for registration of our logo  has been accepted by the Trademark authorities. The logo depicted above is registered as per the website of the Controller General of Patents Designs and Trademarks but we are unable to trace the registration certificate in respect of the same. Our Company is in the process of making an application to the relevant authorities to re-issue the certificate. However, there is no assurance that the concerned authorities will provide the Certificate to us in a short span of time or at all.

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

Usage of heavy machinery, handling of materials by labour during production process or otherwise, lifting of materials by humans, cranes, heating processes of the furnace etc. may result in accidents, which could cause injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Though our plants and machinery and personnel are covered under insurance, occurrence of accidents could hamper our production and consequently affect our profitability.

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

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture 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.

23. Our Company is dependent on third party transportation providers for the delivery of raw materials/ finished products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations

Our Company uses third party transportation providers for delivery of our raw materials and finished products. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. In addition raw materials/ finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure and port facilities, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

24. Our Company has not complied with the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 and which can be subject to penalties and regulatory actions

Our Company has not complied with the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 for the contract labourers which we have employed. Such non-compliance may render us liable to penalties and other regulatory actions under the Contract Labour (Regulation and Abolition) Act, 1970.

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

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



- Environment (Protection) Act, 1986
- Air (Prevention and Control of Pollution) Act, 1981
- Water (Prevention and Control of Pollution) Act, 1974
- Hazardous Waste Management & Handling Rules, 2008
- other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Gujarat

which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business.

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

26. *Our insurance coverage may not be adequate.*

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of standard fire and special perils (material damage), marine cargo and workmen's compensation policy and fatal accidents. 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 burglary, housebreaking, 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.

For further details, please refer chapter titled "Our Business" beginning on page 122 of this Prospectus.

27. *Our Company is yet to receive or apply for certain statutory approvals, licenses and clearance, which, if not, received, may adversely affect our business and financial condition.*

Our Company is required to obtain various regulatory approvals and registrations for our operations to establish and operate our facilities, and registrations with the relevant tax and labor authorities in India. Failure to obtain and maintain any required approvals and registrations may have an adverse effect on our business, financial condition, results of operations and prospects.

If our Company fails to receive any of the approvals and/or licenses, our business, prospects, financial condition and results of operations may be adversely affected.

As on date of the Prospectus, our Company has not yet obtained certain statutory and regulatory approvals, registrations and licenses such as registration of establishments under the Contract Labour (Regulation and Abolition) Act, 1970. Such non-compliance may result in proceedings against our Company and the Directors and such actions may adversely affect our operations.

28. *Our inability to renew or maintain our statutory and regulatory permits and approvals required to operate our business would adversely affect our operations and profitability.*

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to

time. Our Company is required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals.

Failure to renew such registrations and approvals within statutory time frame attracts penal provisions. Further, such non-compliance may result in proceedings against our Company and the Directors and such actions may directly and immediately affect our operations and may have a material adverse effect on our revenues, profits and operations.

For details please refer to chapter titled— “Government and Other Statutory Approvals” beginning on page 229 of this Prospectus.

29. We employ contract labourers for carrying out our manufacturing process by way of entering into contracts for a fixed period, subject to renewal options. Any delay in renewals or non-renewal of contracts on time shall affect the manufacturing timeline and thereby affecting our revenue from operations.

Our industry being labour intensive, demands several labourers to maintain a smooth and stable production timeline. We employ contract labourers for carrying out our manufacturing process by way of entering into contracts for a fixed period, subject to renewal options. There can be no assurance that the relevant contractors will renew any of such contracts in time or at all. Any delay in renewals of contracts on time or non renewal of contracts shall affect the manufacturing timeline and thereby affecting our revenue from operations. Further, these contracts are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions, which may lead to cancellation, revocation or termination of relevant contracts.

30. Import of cables in large quantities from international markets may affect the demand for domestically produced cables and wires.

As per market surveys, China is one of the largest cable manufacturing countries in the global market for cables and wires. Known for their competitive prices and high production rate, imports from such countries may affect the demand for cables manufactured by domestic players. Our Company is thus sensitive to such changes and activities in the global markets.

31. Our Group Company has incurred losses in the previous financial years.

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

Financial Performance of Diamond Projects Limited

(Rs. In Lakhs)

| Particulars | 2012-13 | 2013-14 | 2014-15 |
|------------------------|-----------|-----------|-----------|
| Paid Up Capital | 30.00 | 30.00 | 30.00 |
| Reserves & Surplus | 606.13 | 597.04 | 589.59 |
| Networth | 636.13 | 627.04 | 619.59 |
| Sales and other income | 50,872.18 | 60,623.96 | 62,755.17 |
| Profit/loss after tax | 6.02 | (9.10) | (5.89) |
| EPS | 2.01 | (3.03) | (1.96) |
| NAV (in Rs.) | 212.04 | 209.01 | 206.53 |



There can be no assurance that our Group Company will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses.

32. *Our Group companies M/s. Madhuri Finserve Private Limited and M/s. Diamond Projects 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 companies M/s. Madhuri Finserve Private Limited and M/s. Diamond Projects Limited have not made certain requisite filings/made delay in filings under various Statutory Acts applicable to it for the past few years. Although they have not been furnished with any notices by the RoC/any other statutory authority with respect to this non-compliance, we cannot guarantee that such Companies 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.

33. *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, our 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 176 of this Prospectus.

34. *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.

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

Our 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 and dividend entitlement in our Company. For further information, see "Capital Structure" and "Our Management" on pages 68 and 154, respectively, of this Prospectus.

36. *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. The total amounts outstanding and payable by us

as secured loans were Rs.1,693.55 Lakhs as on September 30, 2015. 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 our Financial Indebtedness please refer to page 221 of this Prospectus.

- 37. *We are subject to certain restrictive covenants in debt facilities provided to us by our lenders.*** 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. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

For further details in this regard, please refer to chapter titled 'Financial Indebtedness' beginning on page 221 of this Prospectus.

- 38. *Our Promoter and shareholders have provided personal guarantees and securities to certain loan facilities availed by us, which if revoked or released may require alternative guarantees and securities, repayment of amounts due or termination of the facilities.***

Our Promoter and shareholders have provided personal guarantees and securities in relation to certain loan facilities availed of by us. In the event that any of these guarantees are revoked or securities released, the lenders for such facilities may require alternate guarantees or securities, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees or securities 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.

- 39. *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.

- 40. *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, debts, 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 85 of this Prospectus.



- 41. Within the parameters as mentioned in the chapter titled 'Objects of the Issue' beginning on page 85 of this Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.**

We intend to use fresh Issue Proceeds towards, working capital needs, general corporate purposes and to meet the issue expenses. We intend to deploy the Net Issue Proceeds in financial year 2016-17 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 85 of this Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment is based on internal management estimates and has 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 85 of this Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. However, the company shall comply with Section 27 of the Companies Act, 2013 before varying the Objects of the Issue. The Audit Committee will monitor the utilisation of the proceeds of this Issue.

- 42. 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 175 of this Prospectus.

- 43. 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.

44. Our Promoter together with Promoter Group and group companies will continue jointly to retain significant 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 together with Promoter Group and Group companies will collectively own 51.99% of the Equity Shares. As a result, our Promoter together with the Promoter Group and Group Companies will be able to exercise a significant degree of influence over us and will be able to influence 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.

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

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

46. 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**

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

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.



48. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors,
- d. Adverse media reports on Company or pertaining to the cables and wire Industry;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

49. 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 has been determined by fixed price method. This price is based on numerous factors (For further information, please refer chapter titled "Basis for Issue Price" beginning on page 91 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation, the following:

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

50. You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in the Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

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

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

EXTERNAL RISK FACTORS

- **Industry Risks**

52. 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.

53. We are dependent upon the growth prospects of the industries, which consume our products.

Our Company falls under the ambit of electrical and electronic sector of the manufacturing industry whose products have substantial demand from varied industries and their sub-sectors. Our products find application in various industries such as power generation, transmission and distribution, engineering, Procurement and Construction (EPC) Companies driven by various sub-sectors such as infrastructure, power, steel, automotives, oil and gas, consumer durables etc., cement, mines and minerals industries petrochemicals and fertilizers and software technology IT Parks. We thus cater to the requirements of these industries and any slowdown in the growth rate or downward trend in any of these industries directly impact our own growth prospects and may result in decline in profits and turnover of sales.

- **Other Risks**

54. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in draft prospectus/prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and



complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

55. *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 realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India, if securities transaction tax has been paid on the transaction. Any gain realised on the sale of shares held for more than 36 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of equity shares held for a period of 36 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, may 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.

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

As stated in the reports of the Peer Reviewed Auditor included in this Prospectus under chapter "Financial Statements as restated" beginning on page 176, the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

57. *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 raw materials and components;
- excise duty on certain raw materials and components;
- 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.

58. 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.

59. 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.

60. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and cables and wire industry contained in the Prospectus.

While facts and other statistics in the Prospectus relating to India, the Indian economy and the cables and wire 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 97 of the 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.

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

The Indian securities markets are smaller than securities markets in more developed economies and the regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. Further, the Indian stock exchanges have experienced volatility in the recent times. The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time



to time restricted securities from trading and limited price movements. A closure of, or trading stoppage on the SME Platform of BSE could adversely affect the trading price of the Equity Shares.

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

Global economic, social 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.

63. 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.

64. 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.

65. 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.

66. 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, tsunamis, 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.

PROMINENT NOTES

- Public Issue of 20,01,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. 50/- per Equity Share (including a share premium of Rs. 40/- per equity share) ("Issue Price") aggregating upto Rs. 1,000.50 Lakhs, of which 1,05,000 Equity Shares of face value of Rs. 10 each will be reserved for subscription by Market Maker to the Issue ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 18,96,000 Equity Shares of face value of Rs. 10 each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 32.01% and 30.33%, respectively of the post Issue paid up equity share capital of the Company.
- Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 60 of this Prospectus.
- The pre-issue net worth of our Company was Rs. 1,354.02 Lakhs, Rs. 1,311.73 Lakhs, Rs. 1,587.40 Lakhs, Rs. 1,260.31 Lakhs, Rs. 1,087.28 Lakhs and Rs. 179.85 Lakhs as of September 30, 2015, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 respectively. The book value of each Equity Share was Rs. 41.66, Rs. 40.36, Rs. 48.84, Rs. 38.78, Rs. 33.45 and Rs. 23.98 as of September 30, 2015, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 respectively as per the restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 176 of this Prospectus.

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

| Name of the Promoter | No. of Shares held | Average cost of acquisition (in Rs.) |
|----------------------|--------------------|--------------------------------------|
| Chirag Gada | 13,28,197 | 15.19 |

For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled "*Capital Structure*" beginning on page number 68 of this Prospectus.

- Our Company has entered into related party transactions during the previous years. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer *Annexure "XXVII" "Related Party Transactions"* under chapter titled "*Financial Statements as restated*" beginning on page 176 of this Prospectus.
- 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 253 of this Prospectus.
- Except as disclosed in the chapter titled "*Capital Structure*", "*Our Promoter and Promoter Group*", "*Our Management*" and "*Related Party Transactions*" beginning on pages 68, 167, 154 and 174 respectively, of this Prospectus, none of our Promoter, Directors or Key Management Personnel has any interest in our Company.
- Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 68 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.
- Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
- Investors are advised to refer to the chapter titled "*Basis for Issue Price*" beginning on page 91 of the Prospectus.



11. 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 Prospectus with the Stock exchange.
12. Our Company was incorporated as “Ekank Cables Limited” in Vadodara, Gujarat, as a public limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 24, 1996 bearing Registration Number: 31359 issued by Registrar of Companies, Dadra & Nagar Haveli, Gujarat and having Certificate for Commencement of Business dated January 22, 1997. Subsequently, the name of our Company was changed to “Ruby Cables Limited” and a fresh Certificate of Incorporation dated March 22, 2011 was issued by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. The Corporate Identification Number of our Company is U31109GJ1996PLC031359. For further details please refer to chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 151 of this Prospectus.
13. Except as stated in the chapter titled “*Our Group Companies*” beginning on page 171 and chapter titled “*Related Party Transactions*” beginning on page 174 of this Prospectus, our Group Companies have no business interest or other interest in our Company.

SECTION III – INTRODUCTION

SUMMARY OF 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 Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on pages 17 and 176 respectively of this Prospectus before deciding to invest in our Equity Shares.

INDUSTRY OVERVIEW

Cable and wire industry has established itself as one of the backbones of modern information age. The increasing importance for power, light and communication has kept demand high for wire and cable. This trend will continue as demand for reliable, efficient energy and data communications will strengthen the wire and cable industry. The industry is a volume driven product and has evolved from the unorganised to the organised sector.

With cabling being a necessary component across industries, manufacturers produce multitude of cables such as power cables, fire safe cables, single cores, multi cores and data cables. According to Global Industry Analysts Inc., the wire and cable industry is expected to generate \$ 113.9 billion by the year 2015.

In India, while the wire and cable industry is moving over the last 20 years from unorganised to organised sector, around 35 per cent of the industry is still in the unorganised sector. There are multiple players in the market, including Indian as well as international, and the Indian market consists of both branded and unbranded cables. Cables and wires are also imported to meet the ever growing requirement. The wire and cable industry comprises 40 per cent of the electrical industry within the next 5 years, this will be double.

With the slowdown, the manufacturing industry has also felt the impact and more specifically, the domestic electrical equipment industry reported a 6.6 per cent growth in FY12, as compared to 13.7 per cent in 2010-11. Sluggish growth in power sector and escalating imports of electrical equipment are impacting the commercial viability of domestic electrical equipment industry.

In the global cable market, there is a higher usage of multicore cables and halogen free flame retardant (HFFR) cables. India, on the other hand, has fewer people using the flame retardant PVC (FR PVC cables).

(Source: Electrical & Power Review; www.eprmagazine.com)

GLOBAL ECONOMIC ENVIRONMENT

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.

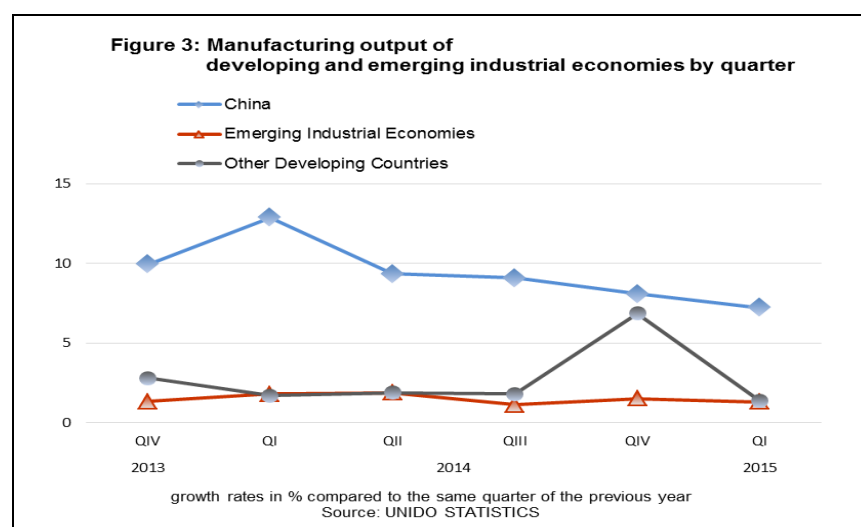
The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large Emerging Market and Developing economies (EMDE) are likely to continue to weigh on their growth prospects in 2016–17. Assessments indicate that mixed inflation developments in the EMDEs reflect the 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 MANUFACTURING SECTOR

The recent trends in world manufacturing have been characterized by a mixture of strengthening and weakening factors such as a sharp decline in oil prices, a significant decrease in the value of the euro, a dramatic increase in the value of the US dollar, continued slowdown in China, and geopolitical and European market uncertainty. Countries' growth rates diverged depending on the nature of the impact of the abovementioned factors on the national economy.

Global manufacturing output increased by a moderate rate of 2.8 per cent in the first quarter of 2015 from 3.3 per cent in the previous quarter. The outlook for Asia's developing and emerging economies looks much better than that of the other developed regions. In contrast to the decelerating trends of other emerging industrial economies, India's manufacturing growth has increased significantly. It rose by 3.6 per cent due to improvements in investment conditions and growing demand. Among the ASEAN economies, the manufacturing output of Indonesia rose by 5.0 per cent and Viet Nam's by 9.0 per cent.



(Source: World Manufacturing Production- Statistics for Quarter I, 2015; www.unido.org)

INDIAN MANUFACTURING SECTOR

India is largely moving towards high-end manufacturing with the Government announcing multiple reforms and policies in the sector. Indian manufacturing industry is largely driven by low-cost, skilled labour, adequate land laws and reasonable cost of capital. McKinsey and Co believes that India's manufacturing sector has the potential to create up to 90 million jobs by 2025. Today, the sector generates about 45 million jobs, 80 per cent of which are in the unorganised segment.

India is increasingly adopting global approach to become a strategic player on international platform. Entry of foreign companies in manufacturing industry has anchored technology-based orientation which is subsequently helping India create a core and contemporary manufacturing sector, fed by ancillary manufacturers that rely on simple technical skills.

Deloitte's global index, 2013, for 38 nations, has ranked India the fourth most competitive manufacturing nation, behind China, the US and Germany. Not only this, but even the Global Manufacturing Competitiveness Index, 2013, based on a survey of CEOs, executives and other officials of 550 global manufacturing companies, has positioned India as second five years down the line, next only to China.

With launch of the 'Make in India' initiative, Mr Narendra Modi, the Prime Minister of India, aims to give global recognition to the Indian economy and also place India on the world map as a manufacturing hub.

India has also set for itself an ambitious target of increasing the contribution of manufacturing output to 25 per cent of gross domestic product (GDP) by 2025, from 16 per cent currently.

India's economy is expected to grow at 7.4 per cent in 2014-15 as per a Government forecast. According to a new formula which uses 2011-12 as the new 'base year', the revised statistics showed inflation-adjusted economic growth rate for October-December 2014 at 7.5 per cent, making India the fastest growing major economy in the world.

MARKET SIZE

Business conditions in the Indian manufacturing sector continued to improve in January 2015 fuelled by accelerated growth of output, marking the third straight month of expansion on the HSBC Services Purchasing Managers' Index (PMI). The PMI rose to 52.4 points in January 2015 from 51.1 in December 2014. The composite PMI that combines both services and manufacturing sectors rose to 53.3 points in January 2015 from 52.9 in the previous month.

India's manufacturing sector could touch US\$ 1 trillion by 2025, according to a report by McKinsey and Company. There is potential for the sector to account for 25-30 per cent of the country's GDP and create up to 90 million domestic jobs by 2025.

ROAD AHEAD

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that require large capital expenditure and revive the Rs 1.85 trillion (US\$ 29.74 billion) Indian capital goods business.

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

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/manufacturing-sector-india.aspx>)

ELECTRICAL AND ELECTRONIC SECTOR

Introduction

Electronics Systems Design and Manufacturing sector comprises semiconductor design, high-tech manufacturing, electronics and electrical components, electronics manufacturing services and electronics systems design for consumer electronic products, telecom products and equipment, IT systems and hardware and other segments. Electronics, along with Information and Communications Technology, is considered a meta-resource: the competitiveness of various industries often depends on their ability to integrate ICTE in their business processes. At 1.75 Trillion, Electronics is the largest and the fastest growing manufacturing industry in the world. It is expected to reach USD 2.4 Trillion by 2020.

Key objectives

The key objectives for the ESDM Sector are:

- To achieve domestic production of USD 122 Billion by 2017 (growth of 30per cent)
- To ramp up domestic value addition in ESDM manufacturing

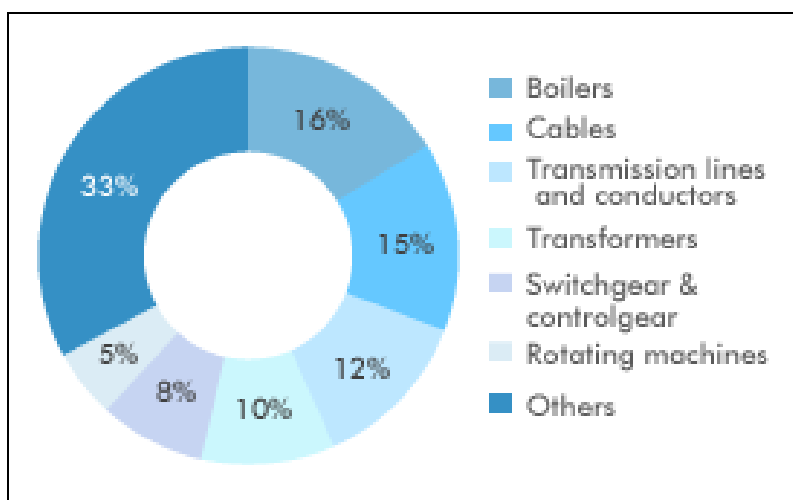
Key challenges

The key challenges faced by the sector are:

- **Competition from China:** India's biggest competition in the sector is from China which has achieved significant economies of scale and has a highly subsidized operating environment which is largely opaque.
- **Zero Duty Regime:** As a signatory to the Information Technology Agreement-1 (ITA-1) of the World Trade Organization (WTO), India has implemented zero duty regime on 217 product lines. Under the Free Trade Agreements (FTAs) and Preferential Trade Agreement (PTAs) with various countries, the import of electronics hardware from these countries is allowed at a duty which is lower than the normal duty rate.
- **Disability Costs in local Manufacturing:** Infrastructure, Power and Finance issues pose significant challenges to Indian manufacturing. Infrastructure challenges arise from poor supply chain logistics and inadequate ready availability of land. The finance costs in India are typically 5 to 6 points above international rates. Power supply is, in several parts, inadequate, unreliable and costly. High transaction costs due to stringent rules and regulations, complex administrative processes also add to the disability costs.
- **Diversity and Velocity of Technological Change:** Electronics is pervasive and spans all sectors. Therefore the development of the sector involves domain knowledge of each of the sectors which it serves. The half-life of technologies in the sector has been continuously reducing. Currently it is estimated to be even less than six months in certain verticals. Convergence between different technologies, devices, software and hardware are also driving technology changes.

(Source: The manufacturing plan- Planning commission of India; www.planningcommission.gov.in)

SHARE OF MAJOR ELECTRICAL EQUIPMENT IN THE INDUSTRY



(Source: Government of India, Aranca Research Note: CAGR - Compound Annual Growth Rate)

- The electrical machinery sector consists of generation, transmission and distribution machinery.
- The transmission and distribution market expanded at a compound annual growth rate (CAGR) of 6.7 per cent over FY07-13.
- Boilers (16 per cent), cables (15 per cent) and transmission lines and conductors (12 per cent) account for a large chunk of the revenue.
- The generation equipment market is expected to expand at a CAGR of 12.7 per cent over FY12–22.

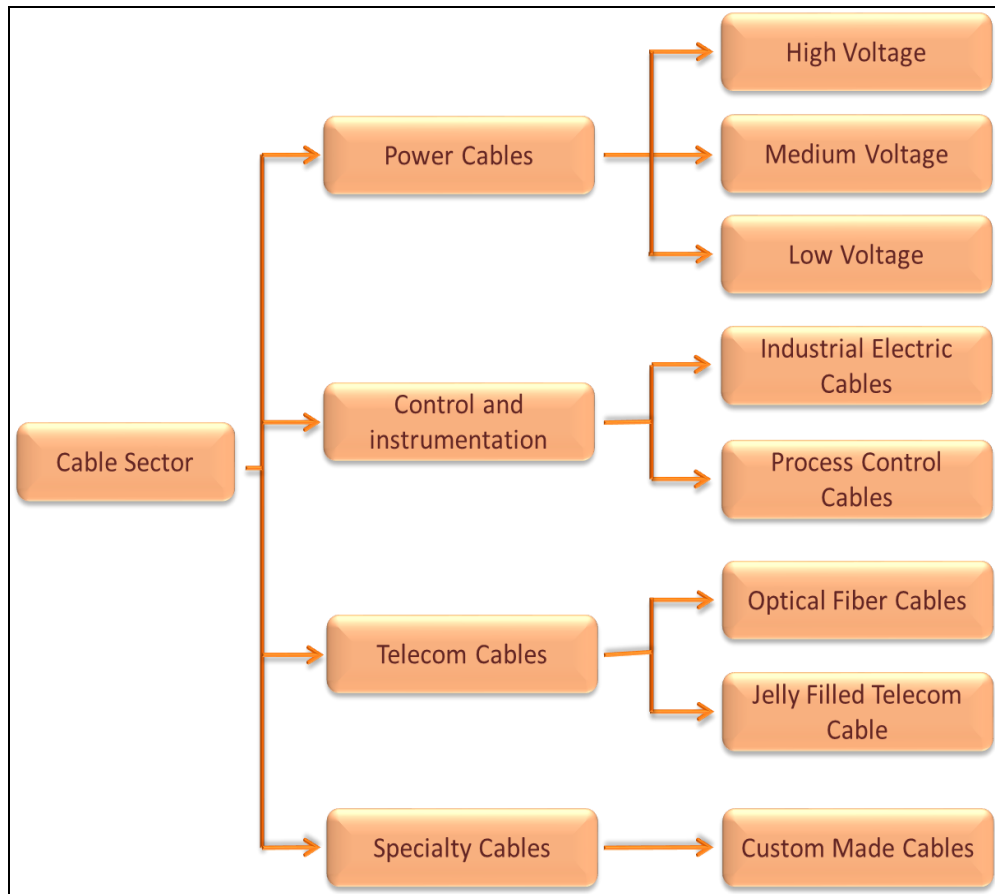
(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/indian-electrical-machinery-industry-analysis-presentation>)

CABLE AND WIRE INDUSTRY

Cables and wires are used for transmitting power, signals, and also in various industries. They are widely used across various end-use segments including residential, commercial, and industrial purposes. The growth of global cables and wires market is primarily driven by the growth of the IT and communication industry where cables and wires play a vital role in transmitting power.

The growing demand for wire and cables across various end-use industries such as IT and telecommunication is one of the major factors driving the market for wire and cables. However, the volatility in raw material prices is acting as one of the major concerns for various players operating in the global market for cables and wires.

CLASSIFICATION OF CABLES AND WIRES



THE INDIAN CABLE AND WIRE INDUSTRY

Cables are one of the basic inputs therefore they are very critical for the entire industrial sector. Whether made of copper, aluminium or other non-ferrous materials - cables and wires play decisive role in our daily lives and in almost every industry. Cables are used by Power, Steel, Cement, Refineries, Petro-Chemicals, Fertilizers and Communication Sector as well as Railways including Metro Rail.

The Indian cable industry is highly fragmented with large number of cable producers. Many of these companies are small-scale cable producers, the smallest of which are family-run operations which use the most basic production equipments. There has been very limited consolidation amongst the major players in the industry. The tendency of cable companies to grow organically, rather than by acquisition of competitors, means that no dominant groups have emerged in the industry.

Historically, the demand in the cable industry has been characterized by its cyclical pattern. The sector witnessed sustained market depression during the period 1998-2003 and since then the industry is on the upswing.

(Source: Department of Industrial Policy & Promotion annual report 2004-05, 2005-06 and 2006-07)

MARKET SIZE

The wire and cable market in India has come a long way, from being a small industry to a very large one, over the past decade. The industry is mostly volume driven, although it comes with a lot of technical and quality nuances. Over the last twenty years, the industry has shifted from being an unorganized sector to an organized one, although 35% of the industry continues to be a part of the unorganized sector. The market has been growing steadily, and according to recent research at Netscribes, it is expected to touch INR 572 billion by the year 2018. The wire and cables industry predominantly provides challenging opportunities in the field of manufacturing, supply chain, procurement, marketing and HR.

The wire and cables market in India comprised of nearly 40% of the electrical industry. According to research, it is expected to double in size in the next five years. The industry is growing at a CAGR of 15% as a result of growth in the power and infrastructure segments. It is predicted to boost the market as demand will increase and players will look to enhance broadband penetration levels. The main customers of the wire and cable industry are the automotive, telecommunication and construction industries. In the past few years, these three have witnessed a rapid expansion and have led to an annual growth of the industry about 25% in India.

The wire and cable market in India is expected to eventually focus on supplying cables for specific applications tailored to certain industry needs. India, already, has a lot of potential in sectors like mining, power, metro railways, oil and gas, cement, and steel to name just a few. Different kinds of cables, like extra high voltage cables, elastomer cables, etc., are now being used for special applications such as mining, oil drilling, and shipbuilding. Special cables are also used in crane, elevator, solar power plants, new generation motor vehicles, windmill solutions, and security systems.

(Source: www.netscribes.com)

ROAD AHEAD

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that require large capital expenditure and revive the Rs 1.85 trillion (US\$ 29.74 billion) Indian capital goods business.

The wire and cable industry is expanding with every new day, and there are several leading wire brands in India. The Indian cabling industry has reached new heights by manufacturing quality wires at nominal prices.

The wire and cable industry in India has definitely transformed for better in the past 20 years. Although, cabling industry has been enjoying a great time, only 14 per cent of cabling market is organised and 35 per cent of the industry is still occupied by the unorganised players.

(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/manufacturing-sector-india.aspx>)

DEMAND DRIVERS OF CABLE AND WIRE INDUSTRY

Cables are the necessity of every basic infrastructure. Be it housing, telecom or information technology, cables form the background of all the core industries. The industry has a derived demand and caters to the high growth sector of the economy.

The major demand for wires and cables comes from the following sectors:

- a) Power generation, transmission and distribution
- b) Engineering, Procurement and Construction (EPC) Companies

Thus any fluctuation in the performance of the power and engineering sectors has a direct impact on the demand for wires and cables.

POWER GENERATION, TRANSMISSION AND DISTRIBUTION

Power or electricity is one of the most critical components of infrastructure affecting economic growth and well-being of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy.

The Indian power sector is one of the most diversified sectors in the world. Sources for power generation range from conventional ones such as coal, lignite, natural gas, oil, hydro and nuclear power to other viable non-conventional sources such as wind, solar, and agriculture and domestic waste. The demand for electricity in the country has been growing at a rapid rate and is expected to grow further in the years to come. In order to meet the increasing requirement of electricity, massive addition to the installed generating capacity in the country is required.

MARKET SIZE

The Indian power sector is undergoing a significant change that is redefining the industry outlook. Sustained economic growth continues to drive power demand in India. The Government of India's focus to attain 'Power For All' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing on both market side as well as supply side (fuel, logistics, finances and manpower).

The Planning Commission's 12th Plan expects total domestic energy production to reach 669.6 million tonnes of oil equivalent (MTOE) by 2016–17 and 844 MTOE by 2021–22.

By 2030 – 35, energy demand in India is projected to be the highest among all countries according to the 2014 energy outlook report by British oil giant BP.

As of April 2014, total thermal installed capacity stood at 168.4 gigawatt (GW), while hydro and renewable energy installed capacity totalled 40.5 GW and 31.7 GW, respectively. At 4.8 GW, nuclear energy capacity remained broadly constant from that in the previous year.

Indian solar installations are forecasted to be approximately 1,000 megawatt (MW) in 2014, according to Mercom Capital Group, a global clean energy communications and consulting firm.

Wind energy market of India is expected to attract about Rs 20,000 crore (US\$ 3.16 billion) of investments next year, as companies across sectors plan to add 3,000 MW of capacity powered by wind energy.

ROAD AHEAD

The Indian power sector has an investment potential of Rs 15 trillion (US\$ 237.35 billion) in the next 4-5 years, providing immense opportunities in power generation, distribution, transmission and equipment. The immediate goal of the government is to produce two trillion units (kilowatt hours) of energy by 2019. This will mean doubling the current production capacity in order to achieve provide 24x7 electricity for residential, industrial, commercial and agriculture use.

The government has rewritten the National Solar Mission with target of 100,000 MW capacity by 2022. The government has also sought to restart stalled hydro power projects and increased the wind energy target from 20 GW to 60 GW by 2022.

(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/power-sector-india.aspx>)

ENGINEERING PROCUREMENT AND CONSTRUCTION (EPC) COMPANIES

The Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors of the economy, is of strategic importance to India's economy. Growth in the sector is driven by various sub-sectors such as infrastructure, power, steel, automotives, oil and gas, consumer durables etc.

India on its quest to become a global superpower has made significant strides towards the development of its engineering sector. The Indian government has appointed the Engineering Export Promotion Council (EEPC) to be the apex body in charge of promotion of engineering goods, products and services from India. India exports transport equipment, capital goods, other machinery/equipment and light engineering products such as castings, forgings and fasteners to various countries of the world.

Coupled with favourable regulatory policies and growth in the manufacturing sector, many foreign players have started to invest in the country. India recently became a permanent member of the Washington Accord (WA) on June 13, 2014. The country now joins an exclusive group of 17 countries who are permanent signatories of the WA, an elite international agreement on engineering studies and mobility of engineers.

MARKET SIZE

Driven by strong demand for engineering goods, exports from India registered a double digit growth at 10.22 per cent to touch US\$ 26.4 billion in June 2014 from US\$ 24.02 billion in the corresponding month last year. This growth can be credited to the robust expansion in shipments of aircraft, spacecraft parts and automobiles. The second best performing sector was non-ferrous metals and metal products.

Engineering exports from India were expected to cross US\$ 70 billion in FY 15 registering a growth of 15 per cent over the previous fiscal, as demand in key markets such as the US and the UAE is on the rise. Apart from these traditional markets, markets in Eastern and Central European countries such as Poland also hold huge promise.

India exports its engineering goods mostly to the US and Europe, which accounts for over 60 per cent of the total exports. Recently, India's engineering exports to Japan and South Korea have also increased with shipments to these two countries rising by 16 and 60 per cent respectively.

ROAD AHEAD

The engineering sector is a growing market. Current spending on engineering services is projected to increase to US\$ 1.1 trillion by 2020. With development in associated sectors such as automotive, industrial goods and infrastructure, coupled with a well-developed technical human resources pool, engineering exports are expected to touch US\$ 120 billion by 2015.

Also, the Union Budget 2014-15 has allocated funds for several infrastructure projects which are further expected to provide a boost to the engineering sector. The industry can also look forward to deriving revenues from newer services and from newer geographies with Big Data, Cloud, M2M and Internet of Things becoming a reality.

(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/engineering-india.aspx>)



SUMMARY OF BUSINESS

Incorporated in 1996, our Company M/s. Ruby Cables Limited (formerly known as M/s. Ekank Cables Limited), is an ISO 9001:2008 certified Company engaged in manufacturing and dealing of qualitative conductors, cables and wires. The registered office of our Company is situated at 15- G.I.D.C., Manjusar, Ta: Savli, Vadodara, Gujarat. Over the years, our Company has carved a niche for itself in the Cables and Wires industry, exhibited by the increase in revenue of operations from Rs. 2,741.99 lakhs in 2011 to Rs. 8,587.09 lakhs in 2015.

Our Company was earlier promoted by Virendra Parekh and Neelam Parekh under the name of M/s. Ekank Cables Limited. Our current promoter, Chirag Gada alongwith other investors had acquired the Company and its operations in the year 2010 by way of acquisition of shares from the original promoters and shareholders vide Deed of purchase of a business as a going concern dated August 04, 2010. The name of the Company was changed to M/s. Ruby Cables Limited in the year 2011. Thereon, our promoter Chirag Gada has continued to look after the operations and management of the Company thereby enabling it to reach new heights.


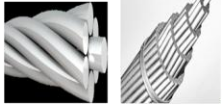


Spread over 5,600 square meters, our manufacturing facility located at Vadodara, Gujarat is well equipped with latest machinery and equipments with modern in-house laboratory to test the products as per relevant applicable quality standards. At present we have an installed production capacity of 50,000 KMs p.a. of Conductors and 3,200 KMs p.a. of Cables. Our plant consists namely of Extruder Machines, Laying-up Machines, Armouring Machines, Stranding machines and Auxiliary Machines. In addition to own manufacturing, our Company also undertakes outsourcing activities wherein we sell products manufactured by other parties.

Our products are sold under the brand name "Ru cab". We believe in manufacturing and delivering quality and qualitative production has always been emphasized at Ruby Cables Limited. Our products satisfy the relevant IS specifications and the BIS Norms. Our sales model is divided into 2 parts, i) making sales by subscribing and fulfilling of tenders invited by Electricity Companies operated by Gujarat state government and ii) by selling to private institutions.

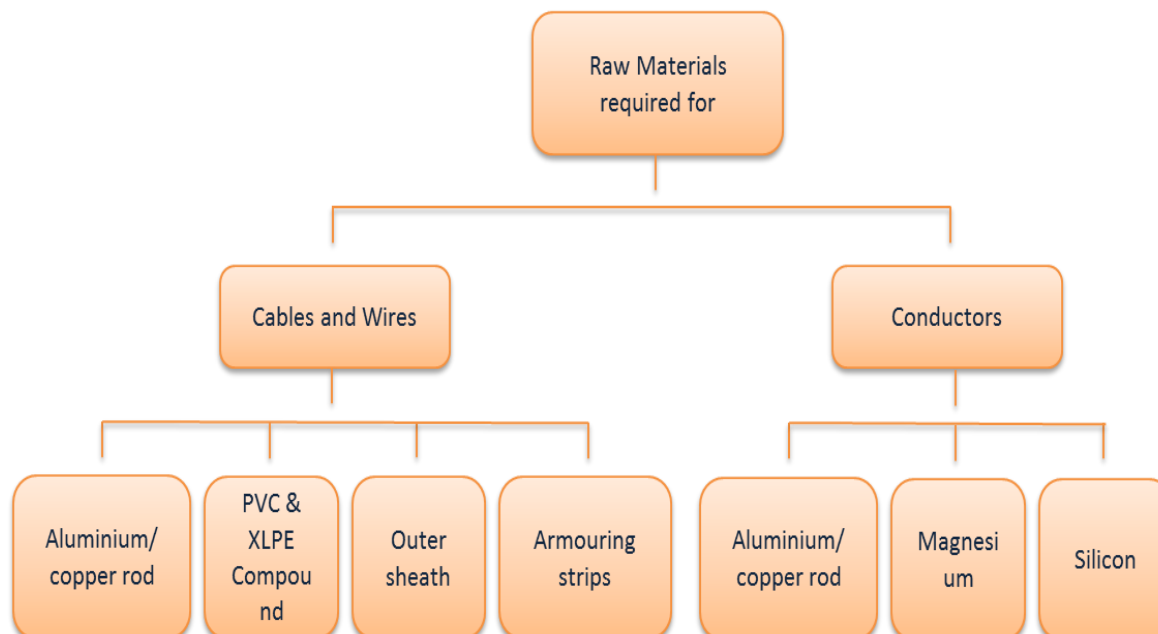
It is our goal to always maintain high standards in terms of quality and service. With a vision to create quality conscious customers and give them value for their money accompanied by technological drive, continued government support, involvement of our Promoter, dedication of our employees, we aim to continue to grow in a magnificent manner. We also desire to expand our business operations on PAN India basis.

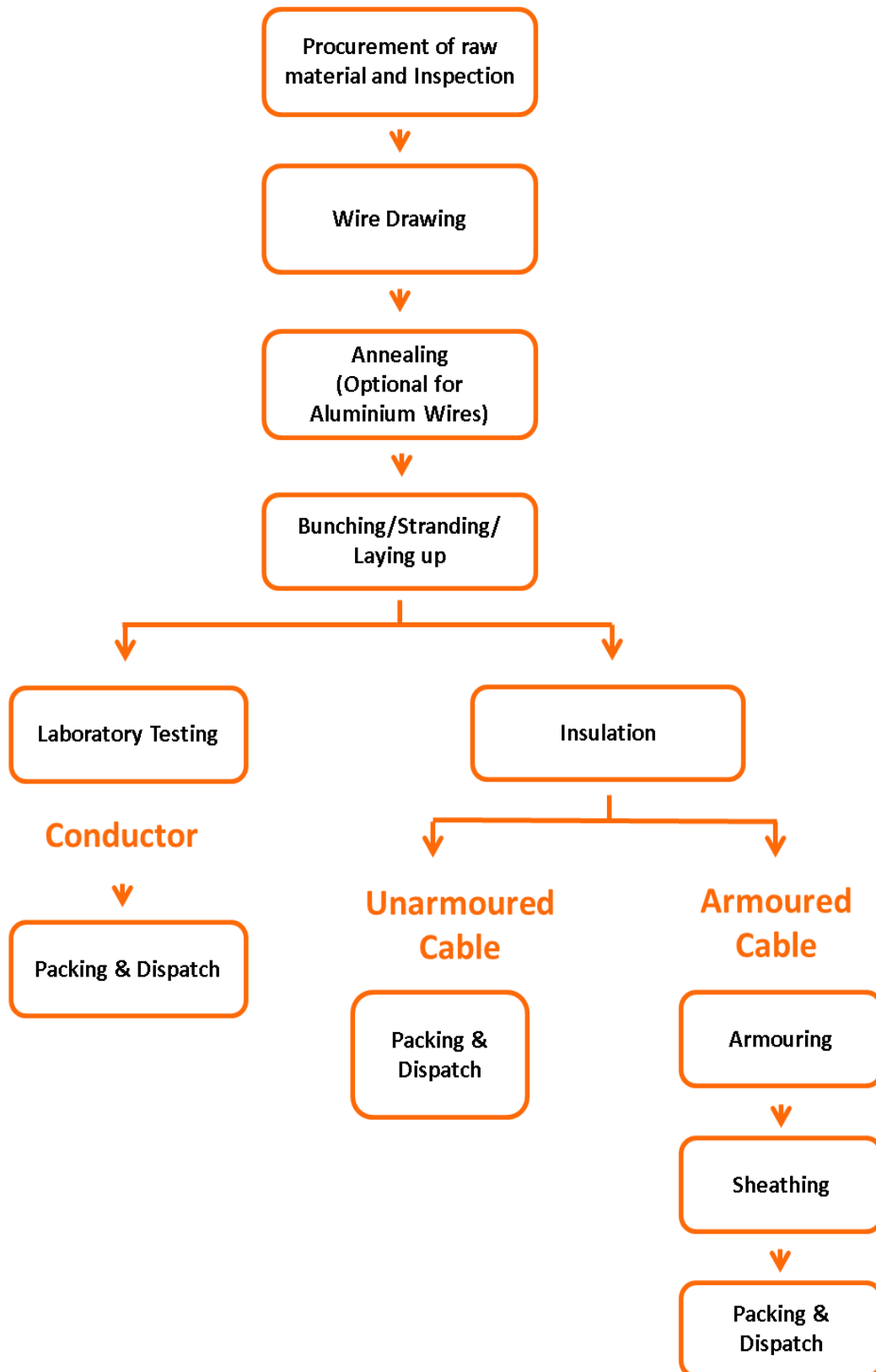
OUR PRODUCTS

The major products manufactured by us are as under:

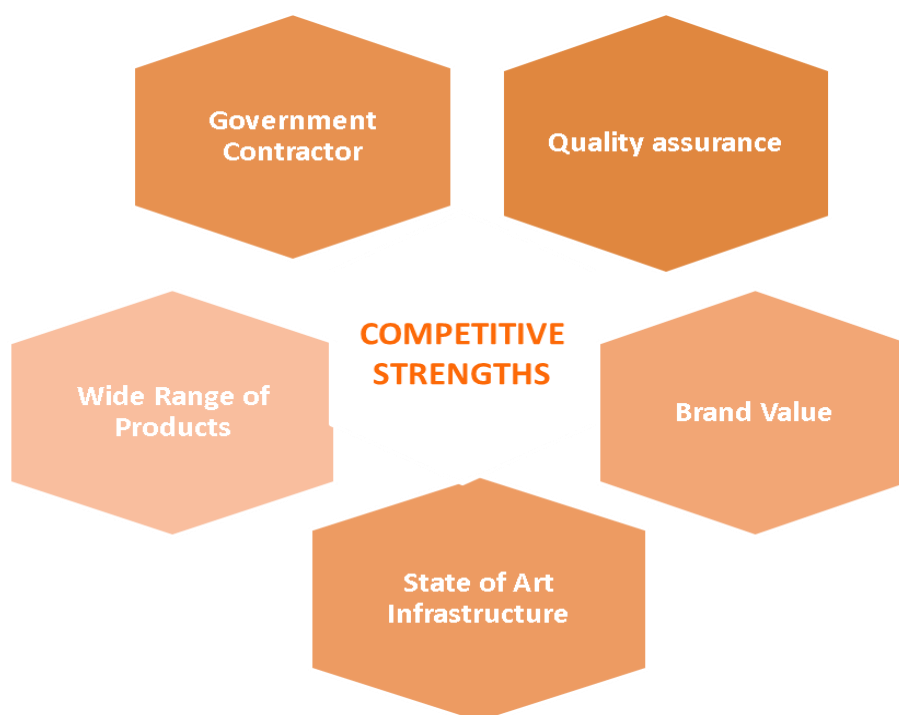
| Cables | | Conductors | | House Wires | |
|---|---|----------------|---|---|---|
| Name | Representation | Name | Representation | Name | Representation |
| XLPE Armoured cables Aluminium/ Copper Power Cables |  | AAAC Conductor |  | PVC Insulated Multi stranded copper conductor |  |
| PVC/ XLPE Unarmoured Aluminium/ Copper Power Cables |  | ACSR Conductor |  | | |
| Flat Cables |  | AAC Conductor |  | | |
| PVC 3 & 4 Core Round Cables |  | | | | |
| Copper braided control cable |  | | | | |

OUR RAW MATERIALS





OUR COMPETITIVE STRENGTHS



1. Government Contractor

We are qualified to tender for Government Projects due to our experience in the industry and our ability to meet the eligibility criteria. Our revenue from manufacturing operations is generally derived from subscribing and fulfilling of tenders invited by Electricity Companies operated by Gujarat state government. We believe our experience and providing services to such Companies attests to our credibility and allows us to be in a better position for future projects, thereby improving our competitive position.

2. Quality assurance

Delivering quality products is one of our prime beliefs. We consciously dedicate resources for quality assurance to ensure that quality norms are continually met. We have an in-house laboratory for testing of product at each step of the manufacturing process to ensure that our qualitative standards are met throughout the process. Further, all our products are BIS certified and matches upto customer requirements.

3. Brand Value

Our brand, “Ru cab” is well known in the Gujarat region and is being well received in the market. Our products are known for their quality and competitive prices. We believe that we have progressed largely due to our ability to address and exceed customer satisfaction.

4. State of the art infrastructure

Our Company has state of the art infrastructure with modern machineries and latest technologies. We also have an in-house laboratory for testing our products. This state of the art infrastructure enables us to manufacture qualitative products. We make continuous efforts to upgrade our



technology in our manufacturing process so as to achieve a better product quality and technical reliability.

5. Wide range of products

Our diverse range of cables and conductor is capable to withstand extreme conditions and is made available in assorted sizes and specifications for catering to the special needs of our clients. We believe that maintaining a diverse portfolio in our business provides us with an opportunity to cater to diverse needs of different customer segment.

SUMMARY OF FINANCIAL STATEMENTS

The following summary of financial data has been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the Peer Reviewed Auditor's Report in the section titled "Financial Statements". You should read this financial data in conjunction with our financial statements for the period ended September 30, 2015 and for the financial Year 2015, 2014, 2013, 2012 and 2011 including the notes thereto and the reports thereon, which appears under the section titled "Financial Statements" and chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 176 and 211 of this Prospectus.

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

ANNEXURE -I

(Rs. in Lakhs)

| Sr. No. | Particulars | As at March 31 | | | | | |
|-----------|--|---------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | | As at Sept 30, 2015 | 2015 | 2014 | 2013 | 2012 | 2011 |
| | EQUITY AND LIABILITIES | | | | | | |
| 1) | Shareholders' Funds | | | | | | |
| | a. Share Capital | 325.00 | 325.00 | 325.00 | 325.00 | 325.00 | 75.00 |
| | b. Reserves & Surplus | 1,029.02 | 986.73 | 1,262.40 | 935.31 | 762.28 | 104.85 |
| 2) | Share Application Money Pending Allotment | - | - | - | - | - | 5.00 |
| 3) | Non-Current Liabilities | | | | | | |
| | a. Long Term Borrowings | 823.75 | 881.53 | 1,059.19 | 456.04 | 101.07 | 74.17 |
| | b. Deferred Tax Liabilities (Net) | 115.30 | 116.54 | 122.47 | 67.35 | 42.74 | 2.62 |
| | c. Other Long term liabilities | | - | - | - | 5.00 | 5.00 |
| | d. Long Term Provisions | 7.85 | 7.31 | 3.69 | 2.53 | 1.27 | 0.30 |
| 4) | Current Liabilities | | | | | | |
| | a. Short Term Borrowings | 1,212.76 | 1,214.91 | 1,222.58 | 725.32 | 317.65 | - |
| | b. Trade Payables | 1,385.05 | 187.50 | 425.28 | 25.96 | 222.56 | 2,409.88 |
| | c. Other Current Liabilities | 165.82 | 174.27 | 345.81 | 23.90 | 6.71 | 62.26 |
| | d. Short Term Provisions | 43.31 | 49.72 | 146.28 | 85.34 | 67.47 | 14.83 |
| | TOTAL | 5,107.86 | 3,943.51 | 4,912.70 | 2,646.75 | 1,851.76 | 2,753.91 |
| | ASSETS | | | | | | |

| Sr. No. | Particulars | As at March 31 | | | | | |
|-----------|---------------------------------|---------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | | As at Sept 30, 2015 | 2015 | 2014 | 2013 | 2012 | 2011 |
| 1) | Non-Current Assets | | | | | | |
| | a. Fixed Assets | | | | | | |
| | i. Tangible Assets- Gross Block | 2,238.64 | 2,233.14 | 1,790.67 | 1,135.30 | 972.46 | 269.51 |
| | Depreciation | 582.96 | 475.15 | 178.32 | 107.59 | 58.41 | 41.24 |
| | Tangible assets- Net Block | 1,655.68 | 1,757.99 | 1,612.35 | 1,027.71 | 914.06 | 228.27 |
| | ii. Capital work-in-progress | 2.06 | - | 545.49 | 225.00 | - | - |
| | b. Non-current Investments | 22.61 | 24.21 | 23.73 | 4.74 | 8.34 | 385.89 |
| | c. Long Term Loans & Advances | 6.14 | 6.19 | 34.71 | 89.20 | 30.46 | 70.81 |
| 2) | Current Assets | | | | | | |
| | a. Inventories | 1,673.77 | 1,374.37 | 1,185.83 | 697.56 | 354.36 | 813.38 |
| | b. Trade Receivables | 510.99 | 541.37 | 1,135.02 | 498.64 | 531.15 | 1,121.35 |
| | c. Cash and Cash Equivalents | 11.06 | 21.65 | 0.73 | 21.55 | 0.22 | 133.07 |
| | d. Short Term Loans & Advances | 1,001.63 | 82.89 | 109.44 | 38.66 | 12.73 | - |
| | e. Other current assets | 223.91 | 134.84 | 265.39 | 43.68 | 0.44 | 1.14 |
| | TOTAL | 5,107.86 | 3,943.51 | 4,912.70 | 2,646.75 | 1,851.76 | 2,753.91 |

STATEMENT OF PROFIT AND LOSS AS RESTATED
ANNEXURE – II
Amount (Rs. in Lakhs)

| Sr. No. | Particulars | As at Sept 30, 2015 | As at March 31 st | | | | |
|-------------|---|---------------------|------------------------------|-----------------|-----------------|-----------------|-----------------|
| | | | 2015 | 2014 | 2013 | 2012 | 2011 |
| I. | Revenue from Operations: | | | | | | |
| | Manufacturing Sales | 3,289.00 | 6,325.00 | 7,153.00 | 3,119.00 | 2,535.00 | 2,741.99 |
| | Outsource Sales | 1,528.61 | 2,262.09 | 2,628.33 | 1,336.59 | 1,010.25 | - |
| II. | Other Income | 3.72 | 25.66 | 10.71 | 13.63 | 1.76 | 35.31 |
| III. | Total Revenue I+II | 4,821.33 | 8,612.75 | 9,792.04 | 4,469.22 | 3,547.01 | 2,777.30 |
| IV | EXPENDITURE | | | | | | |
| | Cost of Materials Consumed | 4,796.26 | 8,917.80 | 8,425.02 | 4,277.02 | 2,974.06 | 2,597.28 |
| | Purchase of Stock in Trade | - | - | - | - | - | - |
| | Changes in Inventories of finished goods, WIP and stock in Trade | (352.68) | (977.24) | 237.78 | (374.47) | - | - |
| | Employee Benefits Expense | 50.48 | 162.51 | 157.23 | 98.53 | 114.81 | 37.98 |
| | Finance Costs | 128.07 | 245.15 | 229.32 | 75.53 | 56.57 | 0.40 |
| | Depreciation & Amortization Exp. | 107.81 | 259.29 | 70.73 | 49.19 | 17.16 | 7.17 |
| | Other Expenses | 40.68 | 144.45 | 185.42 | 94.79 | 134.96 | 75.64 |
| | Total Expenses | 4,770.62 | 8,751.96 | 9,305.50 | 4,220.58 | 3,297.55 | 2,718.46 |
| V | Profit before exceptional and extraordinary items and tax as restated (III-IV) | 50.71 | (139.21) | 486.54 | 248.64 | 249.46 | 58.84 |
| VI | Exceptional Items | - | (104.86) | - | - | - | - |
| VII | Profit before | 50.71 | (244.07) | 486.54 | 248.64 | 249.46 | 58.84 |

| Sr. No. | Particulars | As at Sept 30, 2015 | As at March 31 st | | | | |
|---------|---|---------------------|------------------------------|---------------|---------------|---------------|--------------|
| | | | 2015 | 2014 | 2013 | 2012 | 2011 |
| | extraordinary items and tax as restated (V-VI) | | | | | | |
| VIII | Extraordinary items | - | - | - | - | - | - |
| IX | Profit before tax as restated (VII-VIII) | 50.71 | (244.07) | 486.54 | 248.64 | 249.46 | 58.84 |
| X | Tax expense | | | | | | |
| | (1) Current tax | 9.66 | - | 102.31 | 51.00 | 51.03 | 10.98 |
| | (2) Deferred tax | (1.24) | (5.93) | 55.12 | 24.61 | 40.12 | 3.69 |
| | (3) Income tax adjustment for previous years | - | - | 2.01 | - | 0.87 | (0.26) |
| XI | Profit (loss) for the period from continuing operations as restated (IX-X) | 42.29 | (238.13) | 327.09 | 173.03 | 157.43 | 44.42 |
| XII | Earning Per Equity Share: | | | | | | |
| | 1. Basic | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |
| | 2. Diluted | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |
| | Adjusted Earning per Equity Shares | | | | | | |
| | 1. Basic | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |
| | 2. Diluted | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |

STATEMENT OF CASH FLOW AS RESTATED
ANNEXURE -III
(Rs. in Lakhs)

| Particulars | As at Sept 30 2015 | As at March 31 | | | | |
|---|--------------------------|----------------|---------------|-----------------|-----------------|---------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Cash flow from operating activities: | | | | | | |
| Net Profit before tax as per Profit And Loss A/c | 50.71 | (244.07) | 486.54 | 248.64 | 249.46 | 58.84 |
| Adjusted for: | | | | | | |
| Depreciation | 107.81 | 259.29 | 70.73 | 49.19 | 17.16 | 7.17 |
| (Gain)/loss on Sale of Fixed Assets | - | 104.86 | - | - | - | - |
| (Surplus of depreciation written off) | - | - | - | - | - | (35.13) |
| Interest & Finance Costs | 128.07 | 245.15 | 229.32 | 75.53 | 56.57 | 0.40 |
| (Interest Income) | (3.38) | (16.73) | (4.64) | (2.36) | (1.76) | (0.18) |
| Operating Profit Before Working Capital Changes | 283.21 | 348.50 | 781.95 | 370.99 | 321.42 | 31.09 |
| Adjusted for (Increase)/Decrease | | | | | | |
| Trade Receivables | 30.38 | 593.66 | (636.38) | 32.50 | 590.21 | (889.52) |
| Inventories | (299.40) | (188.54) | (488.27) | (343.20) | 459.02 | (749.24) |
| Other Current assets | (89.08) | 130.55 | (221.71) | (43.24) | 0.70 | (65.80) |
| Loans and advances and other assets | (918.73) | 26.55 | (70.78) | (25.92) | (12.73) | 6.79 |
| Trade payables | 1,197.54 | (237.77) | 399.31 | (196.60) | (2,187.32) | 2,276.87 |
| Provisions | (15.54) | 15.15 | 2.84 | 2.10 | 1.12 | 2.63 |
| Other Liabilities | (8.45) | (171.55) | 321.91 | 12.19 | (54.55) | 61.87 |
| Cash Generated From/(used in) Operations Before Extra-Ordinary Items | 179.93 | 516.56 | 88.87 | (191.20) | (883.12) | 674.69 |
| Add:- Extra-Ordinary Items | - | - | - | - | - | - |
| Cash Generated From Operations | 179.93 | 516.56 | 88.87 | (191.20) | (883.12) | 674.69 |
| Direct Tax Paid | (0.00) | (108.08) | (45.06) | (33.96) | (0.57) | (0.61) |
| Net Cash Flow from/(used in) Operating Activities: (A) | 179.93 | 408.47 | 43.81 | (225.16) | (882.55) | 674.08 |
| Cash Flow From Investing Activities: | | | | | | |
| Purchase sale of Fixed Assets | (7.56) | (1.84) | (975.86) | (387.84) | (702.95) | (119.47) |
| Interest income | 3.38 | 16.73 | 4.64 | 2.36 | 1.76 | 0.18 |
| Non-current Investments and deposit | 1.60 | (0.48) | (18.99) | 3.60 | 377.55 | (314.40) |
| Loan and Advances | 0.05 | 28.52 | 54.49 | (58.74) | 40.35 | - |

STATEMENT OF CASH FLOW AS RESTATED
ANNEXURE -III
(Rs. in Lakhs)

| Particulars | As at Sept 30 2015 | As at March 31 | | | | |
|---|--------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Net Cash Flow from/(used in) Investing Activities: (B) | (2.54) | 42.93 | (935.72) | (440.62) | (283.30) | (433.68) |
| <u>Cash Flow from Financing Activities:</u> | | | | | | |
| Proceeds From Share Capital | - | - | - | - | 245.00 | - |
| Proceeds From Security premium | - | - | - | - | 500.00 | - |
| Proceeds from borrowings (Net) | (59.93) | (185.33) | 1,100.40 | 762.63 | 344.56 | (107.70) |
| Interest & Financial Charges | (128.07) | (245.15) | (229.32) | (75.53) | (56.57) | (0.40) |
| Net Cash Flow from/(used in) Financing Activities (C) | (188.00) | (430.48) | 871.08 | 687.11 | 1,032.99 | (108.10) |
| Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C) | (10.60) | 20.93 | (20.83) | 21.33 | (132.85) | 132.31 |
| Cash & Cash Equivalents As At Beginning of the Year | 21.65 | 0.73 | 21.55 | 0.22 | 133.07 | 0.76 |
| Cash & Cash Equivalents As At End of the Year | 11.06 | 21.65 | 0.73 | 21.55 | 0.22 | 133.07 |

THE ISSUE

The following table summarizes the Issue details:

| Particulars | Details of Equity Shares |
|--|---|
| Issue of Equity Shares by our Company | 20,01,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. 50/- per Equity Share aggregating Rs. 1,000.50 lakhs |
| Of which: | |
| Market Maker Reservation Portion | 1,05,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 50/- per Equity Share aggregating Rs. 52.50 lakhs |
| Net Issue to the Public | 18,96,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. 50/- per Equity Share aggregating Rs. 948.00 lakhs |
| | Of which: |
| | 9,48,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 50/- per Equity Share aggregating Rs. 474.00 lakhs will be available for allocation to investors up to Rs. 2.00 Lacs |
| | 9,48,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 50/- per Equity Share aggregating Rs. 474.00 lakhs will be available for allocation to investors above Rs. 2.00 Lacs |
| Pre and Post Issue Equity Shares | |
| Equity Shares outstanding prior to the Issue | 42,50,000 Equity Shares |
| Equity Shares outstanding after the Issue | 62,51,000 Equity Shares |
| Use of Proceeds | For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 85 of this Prospectus for information on use of Issue Proceeds |

Notes

1. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, at least 50% of the Net Issue to public will be available for allocation on a proportionate basis to Retail Individual Applicants, subject to valid Applications being received at the Issue Price. For further details please refer to section titled ‘*Issue Information*’ beginning on page 247 of this Prospectus.
2. The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on September 19, 2015 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 October 13, 2015.

For further details please refer to chapter titled “Issue Structure” beginning on page 253 of this Prospectus.



GENERAL INFORMATION

Our Company was incorporated as “Ekank Cables Limited” in Vadodara, Gujarat, as a public limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 24, 1996 bearing Registration Number: 31359 issued by Registrar of Companies, Gujarat, Dadra & Nagar Havelli and having Certificate for Commencement of Business dated January 22, 1997. Subsequently, the name of our Company was changed to “Ruby Cables Limited” and a fresh Certificate of Incorporation dated March 22, 2011 was issued by Assistant Registrar of Companies, Gujarat Dadra & Nagar Haveli. The Corporate Identification Number of our Company is U31109GJ1996PLC031359.

For 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 151 of this Prospectus.

REGISTERED OFFICE OF OUR COMPANY

Ruby Cables Limited

15- G.I.D.C., Manjusar, Ta: Savli,
Vadodara, Gujarat-391775, India

Tel: 02667-264554

Fax: 02667-264555

Email: cs@rubycables.com

Website: www.rubycables.com

Registration Number: 31359

Corporate Identification Number: U31109GJ1996PLC031359

REGISTRAR OF COMPANIES

Registrar of Companies, Gujarat, Dadra & Nagar Haveli

ROC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad - 380013, Gujarat.

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

SME Platform of BSE

P. J. Towers, Dalal Street
Mumbai, Maharashtra, 400001

For details in relation to the changes to the name of our Company, please refer to the chapter titled, “*Our History and Certain Other Corporate Matters*” beginning on page 151 of this Prospectus.

BOARD OF DIRECTORS OF OUR COMPANY

| Sr. No. | Name | Age | DIN | Address | Designation |
|---------|----------------------------------|-----|----------|--|------------------------------|
| 1. | Chirag Gada | 43 | 01851703 | New Kunj, 7, Shankar Park Society, Near Mehsana Nagar Society, Nizampura, Vadodara 390002 Gujarat, India | Managing Director & Chairman |
| 2. | Nivedita Pandya | 42 | 02992638 | 20B, Shreenathji Park Society, Kadamnagar, Nizampura, Vadodara 390002, Gujarat, India | Non- Executive Director |
| 3. | Ashok Kumar Singh | 66 | 01489637 | B-903, C.S.I. Towers, Vipin Khand, Gomti Nagar, Lucknow 226010, Uttar Pradesh, India | Independent Director |
| 4. | Ashok Kumar Krishan Singh Gautam | 63 | 06947087 | 47 A, Jal Darshan, NepeanSea Road, Mumbai- 400036, Maharashtra, India | Independent Director |
| 5. | Rajendrakumar Patel | 46 | 02457156 | C-11, Saptak Bunglow, Nr. Geetapark, Manjalpur, Vadodara, 390011, Gujarat, India | Independent Director |

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 154 of this Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Nikita Patel

Ruby Cables Limited

15- G.I.D.C., Manjusar, Ta: Savli,
Vadodara, Gujarat-391775, India

Tel: 02667-264554

Fax: 02667-264555

Email: cs@rubycables.com

Website: www.rubycables.com

CHIEF FINANCIAL OFFICER

Sanket Patel

Ruby Cables Limited

15- G.I.D.C., Manjusar, Ta: Savli,
Vadodara, Gujarat-391775, India

Tel: 02667-264554

Fax: 02667-264555

Email: cfo@rubycables.com

Website: www.rubycables.com

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and / or the Lead Manager, in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or unblocking of ASBA Account, 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 applicant, number of Equity Shares applied for, Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs to whom the Application was submitted by Applicants.

STATUTORY AUDITOR

Rajesh Nagda & Associates

Chartered Accountants

309, Vice Regal, 15, Punit Nagar,
Nr. Siddharth Patel Square, Old Padra Road,
Vadodara- 390015, Gujarat **Tel:** 0265 2334790/91

Fax: NA

E-mail: rnasso2014@gmail.com

Contact Person: CA Rajesh Nagda

Firm Registration No: 124090W

Membership No: 114979

PEER REVIEWED AUDITOR

Vijay N Tewar & Co.

Chartered Accountants

315-16, Panorama Complex,
R.C.Dutt Road, Alkapuri,
Vadodara – 390007 **Tel:** 0265 2337702

Fax: (91 - 0265) 2324802

E-mail: vijaytewar@yahoo.com

Contact Person: CA Vijay Tewar

Firm Registration No: 111422W

Membership No: 040676

M/s Vijay N Tewar & Co., Chartered Accountants holds a peer reviewed certificate dated October 15, 2012 issued by the Institute of Chartered Accountants of India.

LEAD MANAGER

Pantomath Capital Advisors Private Limited

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

Tel: +91 22 6194 6724

Fax: +91 22 2659 8690

Email: ipo@pantomathgroup.com

Investor Grievance Id: ipo@pantomathgroup.com

Website: www.pantomathgroup.com

Contact Person: Ms. Madhu Lunawat

SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

Karvy Computershare Pvt. Ltd.

Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032, India

Toll Free No: 1800 3454 001

Tel: 040 6716 2222

Fax: 040 2343 1551

Email: rubycables.ipo@karvy.com

Website: www.karisma.karvy.com

Contact Person: Mr. M Murali Krishna

SEBI Registration Number: INR000000221

LEGAL ADVISOR TO THE ISSUE

Verus

#15, First Floor, Firuz Ara (West Wing),
Opp. Mantralaya, Madam Cama Road,
Mumbai - 400021

Tel: +91 22 22860100

Fax: +91 22 22834102

E-mail: dipankar.bandyopadhyay@verus.net.in

Contact Person: Mr. Dipankar Bandyopadhyay

Website: www.verus.net.in

BANKER TO THE COMPANY

Bank of Baroda

Address: 2-3/A, Sahyog Complex,
Kamalkunj Society, Nizampura,
Vadodara- 390002

Tel: 0265-278303

Fax: 0265-278303

E-mail: nizamp@bankofbaroda.com

Website: www.bankofbaroda.com

Contact Person: Mr. P Subramanian

PUBLIC ISSUE BANKS/ BANKERS TO THE ISSUE

IndusInd Bank Limited

IndusInd Bank, PNA House, 4th Floor
Plot No 57 & 57/1, Road No. 17
Near SRL, MIDC Andheri East
Mumbai – 400093

Tel: (91) 022 6106 9248

Fax: (91) 022 6623 8021

Email: suresh.esaki@indusindbank.com

Website: www.indusind.com

Contact Person: Suresh Esaki

SEBI Registration No.: INBI000000002

ICICI Bank Limited

Capital Market Division
1st Floor, 122, Mistry Bhavan
Dinshaw Vachha Road, Mumbai – 400020

Tel: (91) 022 2285 9922

Fax: (91) 022 2261 1138

Email: rishav.bagrecha@icicibank.com

Website: www.icicibank.com

Contact Person: Mr. Rishav Bagrecha

SEBI Registration No.: INBI000000004



REFUND BANKER

ICICI Bank Limited

Capital Market Division

1st Floor, 122, Mistry Bhavan

Dinshaw Vachha Road, Mumbai – 400020

Tel: (91) 022 2285 9922

Fax: (91) 022 2261 1138

Email: rishav.bagrecha@icicibank.com

Website: www.icicibank.com

Contact Person: Mr. Rishav Bagrecha

SEBI Registration No.: INBI00000004

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/list/5/33/0/0/Recognition-Intermediaries>. For details on Designated Branches of SCSBs collecting the ASBA Bid Form, please refer to the above-mentioned SEBI link.

BROKER CENTRES/ DESIGNATED CDP LOCATIONS/ DESIGNATED RTA LOCATIONS

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at www.bseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the 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.

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. 1,000.50 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 Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

EXPERT OPINION

Except the report of the Peer Reviewed Auditor on statement of tax benefits included in this Prospectus, our Company has not obtained any other expert opinion.

DEBENTURE TRUSTEE

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

UNDERWRITER

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated November 16, 2015 and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

| Name and Address of the Underwriters | Indicative Number of Equity shares to be Underwritten | Amount Underwritten (Rupees In Lakhs) | % of the Total Issue Size Underwritten |
|---|---|---------------------------------------|--|
| Pantomath Capital Advisors Private Limited 406-408, Keshva Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Tel: 022 6194 6724 Fax: 022 2659 8690 Email: ipo@pantomathgroup.com Contact Person: Ms. Madhu Lunawat SEBI Registration Number: INM000012110 | 20,01,000 | 1,000.50 | 100% |
| Total | 20,01,000 | 1,000.50 | 100% |

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 Lead Manager have entered into a tripartite agreement dated November 16, 2015 and amendment to Market Making Agreement dated March 4, 2016 with the following Market Maker, duly registered with BSE Limited to fulfill the obligations of Market Making:

Choice Equity Broking Private Limited

Shree Shakambhari Corporate Park
 Plot No. 156-158,
 Chakravarti Ashok Society, J.B.Nagar,
 Andheri (E), Mumbai – 400 099

Tel: +91 22 67079999

Fax: +91 22 67079898

E-mail: mahavir.toshniwal@choiceindia.com

Contact Person: Mahavir Toshniwal

SEBI Registration No.: INB011377331

Market Maker Registration No. (SME Segment of BSE): SMEMM0329931012012

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



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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of Rs 50/- the minimum lot size is 3,000 Equity Shares thus minimum depth of the quote shall be Rs. 1.50 Lakhs/- until the same, would be revised by BSE.
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 1,05,000 Equity Shares ought 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, BSE 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, Choice Equity Broking 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 SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE 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(s) 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 of Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange

for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that 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. BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
11. BSE 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(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

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/BSE from time to time.



CAPITAL STRUCTURE

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

Amount (Rs.in Lakhs except share data)

| No. | Particulars | Aggregate nominal value | Aggregate value at Issue Price |
|-----------|--|-------------------------|--------------------------------|
| A. | Authorised Share Capital | | |
| | 1,00,00,000 Equity Shares of face value of Rs. 10/- each | 1,000.00 | |
| B. | Issued, Subscribed and Paid-Up Share Capital before the Issue | | |
| | 42,50,000 Equity Shares of face value of Rs. 10/- each | 425.00 | |
| C. | Present Issue in terms of this Prospectus | | |
| | Issue of 20,01,000 Equity Shares of face value Rs.10 each at a price of 50/- per Equity Share | 200.10 | 1,000.50 |
| | Consisting : | | |
| | Reservation for Market Maker – 1,05,000 Equity Shares of face value of Rs. 10 each reserved as Market Maker portion at a price of 50/- per Equity Share | 10.50 | 52.50 |
| | Net Issue to the Public – 18,96,000 Equity Shares of face value of Rs. 10 each at a price of 50/- per Equity Share | 189.60 | 948.00 |
| | Of the Net Issue to the Public | | |
| | Allocation to Retail Individual Investors – 9,48,000 Equity Shares of face value of Rs. 10 each at a price of 50/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2 lacs | 94.80 | 474.00 |
| | Allocation to Other than Retail Individual Investors – 9,48,000 Equity Shares of face value of Rs. 10 each at a price of 50/- per Equity Share shall be available for allocation for Investors applying for a value of above Rs. 2 lacs | 94.80 | 474.00 |
| D. | Issued, Subscribed and Paid-Up Share Capital after the Issue | | |
| | 62,51,000 Equity Shares of face value of Rs. 10 each | 625.10 | |
| E. | Securities Premium Account | | |
| | Before the Issue | 900.00 | |
| | After the Issue | 1,700.40 | |

The Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on September 19, 2015, 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 October 13, 2015.

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

NOTES TO THE CAPITAL STRUCTURE

1. Details of changes in authorized Share Capital:

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

| Sr. No. | Change in authorised share capital | Date of AGM/EGM Resolution | AGM/EGM |
|---------|--|----------------------------|---------|
| 1 | The authorised share capital was of Rs. 25,00,000 divided into 2,50,000 Equity Shares of Rs. 10 each | On incorporation | - |
| 2 | The authorised share capital of Rs. 25,00,000 divided into 2,50,000 Equity Shares of Rs. 10 each was increased to Rs. 75,00,000 divided into 7,50,000 Equity Shares of Rs. 10 each. | January 5, 2000 | EGM |
| 3 | The authorised share capital of Rs. 75,00,000 divided into 7,50,000 Equity Shares of Rs. 10 each was increased to Rs. 1,50,00,000 divided into 15,00,000 Equity Shares of Rs. 10 each. | January 29, 2007 | EGM |
| 4 | The authorised share capital of Rs. 1,50,00,000 divided into 15,00,000 Equity Shares of Rs. 10 each was increased to Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10 each. | February 21, 2012 | EGM |
| 5 | The authorised share capital of Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10 each was increased to Rs. 10,00,00,000 divided into 1,00,00,000 Equity Shares of Rs. 10 each. | February 17, 2014 | 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.) |
|-----------------------------------|-------------------------------|------------------|-------------------|-------------------------------------|--|------------------------------------|----------------------------------|
| December 11, 1996 | 700 | 10 | 10 | Cash | Subscription to Memorandum of Association ⁽¹⁾ | 700 | 7,000 |
| September 2, 2000 | 2,00,000 | 10 | 10 | Cash | Further Allotment ⁽²⁾ | 2,00,700 | 20,07,000 |
| December 9, 2005 | 3,00,000 | 10 | 10 | Cash* | Further Allotment ⁽³⁾ | 5,00,700 | 50,07,000 |
| March 22, 2007 | 2,49,300 | 10 | 10 | Cash | Further Allotment ⁽⁴⁾ | 7,50,000 | 75,00,000 |
| March 31, 2012 | 25,00,000 | 10 | 30 | Cash*/Consideration other than cash | Further Allotment ⁽⁵⁾ | 32,50,000 | 3,25,00,000 |

| 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.) |
|-----------------------------------|-------------------------------|------------------|-------------------|-------------------------------|---|------------------------------------|----------------------------------|
| November 03, 2015 | 10,00,000 | 10 | 50 | Consideration other than Cash | Further Allotment pursuant to conversion of loan ⁽⁶⁾ | 42,50,000 | 4,25,00,000 |

* Against monies received/ receivable in cash

- (1) Initial Subscribers to Memorandum of Association subscribed 700 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. | Occhavlal Parekh | 100 |
| 2. | Sumitraben Parekh | 100 |
| 3. | Neelam Parekh | 100 |
| 4. | Geetaben Shah | 100 |
| 5. | Maltiben Parikh | 100 |
| 6. | Kalpana Shah | 100 |
| 7. | Shobhaben Shah | 100 |
| | Total | 700 |

- (2) Further Allotment of 2,00,000 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. | Occhavlal Parekh | 1,00,000 |
| 2. | Neelam Parekh | 1,00,000 |
| | Total | 2,00,000 |

- (3) Further Allotment of 3,00,000 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. | Virendra Parekh | 1,50,000 |
| 2. | Neelam Parekh | 1,50,000 |
| | Total | 3,00,000 |

- (4) Further Allotment of 2,49,300 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. | Virendra Parekh | 1,24,300 |
| 2. | Neelam Parekh | 1,25,000 |
| | Total | 2,49,300 |

(5) Further Allotment of 25,00,000 Equity Shares of face value of Rs. 10/- each fully paid at a premium of Rs. 20 per share as per the details given below:

| Sr. No | Name of Person | No. of Shares Allotted |
|--------|----------------------|------------------------|
| 1. | Chirag Gada | 2,50,000 |
| 2. | Jatin Gada | 2,50,000 |
| 3. | Jagdish Thakkar | 2,50,000 |
| 4. | Mitul Thakkar | 2,50,000 |
| 5. | Rinku Gada | 2,50,000 |
| 6. | Neha Thakkar | 2,50,000 |
| 7. | Shrishti Investments | 2,50,000 |
| 8. | Radhika Investments | 2,50,000 |
| 9. | Nivedita Investments | 2,50,000 |
| 10. | Radhita Investments | 2,50,000 |
| | Total | 25,00,000 |

(6) Further Allotment pursuant to conversion of loan of 10,00,000 Equity Shares of face value of Rs. 10/- each fully paid at a premium of Rs. 40 per share as per the details given below:

| Sr. No | Name of Person | No. of Shares Allotted |
|--------|-------------------------------|------------------------|
| 1. | Vikas Coating Private Limited | 5,00,000 |
| 2. | Vikas Ferro Private Limited | 5,00,000 |
| | Total | 10,00,000 |

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

| Date of Allotment | Number of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for allotment | Benefits accrued to the Company | Allottees | No. of Shares Allotted |
|-------------------|-------------------------|------------------|-------------------|--|----------------------------------|-------------------------------|------------------------|
| March 31, 2012 | 25,00,000 | 10 | 30* | Allotment of equity shares partially against dues payable by Company | Reduction in current liabilities | Chirag Gada | 2,50,000 |
| | | | | | | Jatin Gada | 2,50,000 |
| | | | | | | Jagdish Thakkar | 2,50,000 |
| | | | | | | Mitul Thakkar | 2,50,000 |
| | | | | | | Rinku Gada | 2,50,000 |
| | | | | | | Neha Thakkar | 2,50,000 |
| | | | | | | Shrishti Investments | 2,50,000 |
| | | | | | | Radhika Investments | 2,50,000 |
| | | | | | | Nivedita Investments | 2,50,000 |
| November 03, 2015 | 10,00,000 | 10 | 50 | Conversion of loan | Reduction in loan liabilities | Radhita Investments | 2,50,000 |
| | | | | | | Vikas Coating Private Limited | 5,00,000 |



| Date of Allotment | Number of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for allotment | Benefits accrued to the Company | Allottees | No. of Shares Allotted |
|-------------------|-------------------------|------------------|-------------------|-----------------------|---------------------------------|-----------------------------|------------------------|
| | | | | | | Vikas Ferro Private Limited | 5,00,000 |

** Out of the issue price of Rs. 30, consideration of Rs. 10/- per share was received in other than cash.*

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.
5. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. We have not issued any shares at price below Issue Price within last one year from the date of this Prospectus.
7. **Build-up of Promoter's shareholding, Promoter's contribution and lock-in**
 - i. Build Up of Promoter shareholdings

As on the date of this Prospectus, our Promoter Chirag Gada holds 13,28,197 Equity Shares of our Company. None of the Equity Shares held by our Promoter are subject to any pledge.

Chirag Gada

| 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 |
|--|----------------------|----------------------------|---|------------------------|--------------------------|---------------------------|----------------|--------------------|--------|
| August 4, 2010 | 1,44,723 | 10.00 | 40.32 | Transfer | 3.41% | 2.32% | 3 Years | Savings/Borrowings | No |
| March 31, 2012 | (1) | 10.00 | (10.00) | Transfer | 0.00% | 0.00% | NA | NA | NA |
| March 31, 2012 | 2,50,000 | 10.00 | 30.00 | Further Allotment | 5.88% | 4.00% | 3 Years | Borrowings | No |
| July 1, 2013 | 6,83,485 | 10.00 | 10.00 | Transfer | 16.08% | 10.93% | 3 Years | Borrowings | No |
| October 14, 2014 | 2,49,990 | 10.00 | Nil | Transfer | 5.88% | 4.00% | 3 Years | NA** | No |
| Total | 13,28,197 | | | | 31.25% | 21.25% | | | |

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

** Received by way of Gift

Details of borrowing made by Chirag Gada

| Sr No. | Name of Lender | Address of the Lender | Amount (Rs in Lakhs) |
|--------|--------------------------------------|-----------------------|----------------------|
| 1. | Nemchand Gada | Vadodara, Gujarat | 26.00 |
| 2. | Rinku Gada | Vadodara, Gujarat | 10.00 |
| 3. | Sunayana Bhatt | Vadodara, Gujarat | 7.00 |
| 4. | Diamond Power Infrastructure Limited | Vadodara, Gujarat | 75.00 |
| 5. | Nivedita Investments | Vadodara, Gujarat | 18.35 |
| 6. | Radhita Investments | Vadodara, Gujarat | 50.00 |

ii. Details of Promoter 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's Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoter 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 has given written consent to include such number of Equity Shares held by him and subscribed by him as a part of Promoter's Contribution constituting 21.25% 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's 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 Shares Allotted/ Transferred | Face Value | Issue Price | Nature of Allotment | % of Post Issue shareholding | Lock in Period |
|--|-------------------------------------|------------|-------------|---------------------|------------------------------|----------------|
| Chirag Gada | | | | | | |
| August 4, 2010 | 1,44,722 | 10.00 | 40.32 | Transfer | 2.32% | 3 Years |
| March 31, 2012 | 2,50,000 | 10.00 | 30.00 | Further Allotment | 4.00% | 3 Years |
| July 1, 2013 | 6,83,485 | 10.00 | 10.00 | Transfer | 10.93% | 3 Years |
| October 14, 2014 | 2,49,990 | 10.00 | Nil | Transfer | 4.00% | 3 Years |
| Total | 13,28,197 | | | | 21.25% | |

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 Promoter's contribution in terms of Regulation 33 of the SEBI (ICDR) Regulations. In Connection, we confirm the following:

- The Equity Shares offered for minimum 20% Promoter's contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;
- The minimum Promoter's contribution does not include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price ;
- 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 Promoter upon conversion of a partnership firm;
- The Equity Shares held by the Promoter and offered for minimum Promoter's contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoter are dematerialized ; and

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

iii. Details of Equity Shares locked-in for one year

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

iv. Other requirements in respect of lock-in

Pursuant to Regulation 39 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by the Promoter, 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 Promoter's 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 Promoter 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 21.25% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

- 8. There were no shares purchased/ sold by the Promoter and Promoter Group, directors and their immediate relatives during last 6 months.



9. Our Shareholding pattern

The table below presents the current shareholding pattern of our Company as per Regulation 31 of the SEBI Listing Regulations, 2015.

I. Summary of Shareholding Pattern

| Category | Category of Shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of Voting Rights held | | 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 |
| A | Promoter and Promoter Group | 3 | 16,25,000 | - | - | 16,25,000 | 38.24 | 16,25,000 | 38.24 | - | 38.24 | - | - | - | - | 16,25,000 |
| B | Public | 9 | 26,25,000 | - | - | 26,25,000 | 61.76 | 26,25,000 | 61.76 | - | 61.76 | - | - | - | - | 26,25,000 |
| C | Non Promoter- Non Public | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 1 | Shares underlying DRs | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 2 | Shares held by Employee Trusts | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total | 12 | 42,50,000 | - | - | 42,50,000 | 100.00 | 42,50,000 | 100.00 | - | 100.00 | - | - | - | - | 42,50,000 |

*As on the date of this Prospectus 1 Equity Share holds 1 vote.

II. Shareholding Pattern of Promoter and Promoter Group

| Category | 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 | 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 % 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 Total Voting Rights | | | No. | As a % of total Shares held | No. | As a % of total Shares held | | |
| | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | |
| (1) | Indian | | | | | | | | | | | | (a) | (b) | (a) | (b) | | |
| (a) | Individuals/Hindu undivided Family | | | | | | | | | | | | | | | | | |
| | Chirag Gada | - | 1 | 13,28,197 | - | - | 13,28,197 | 31.25 | 13,28,197 | 31.25 | - | 31.25 | - | - | - | - | 13,28,197 | |
| | Rinku Gada | - | 1 | 11 | - | - | 11 | 0.00 | 11 | 0.00 | - | 0.00 | - | - | - | - | 11 | |
| | Jatin Gada | - | 1 | 2,96,792 | - | - | 2,96,792 | 6.98 | 2,96,792 | 6.98 | - | 6.98 | - | - | - | - | 2,96,792 | |
| (b) | Central Government/ State Government(s) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| (c) | Financial Institutions/ Banks | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| (d) | Any Other (specify) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| | Sub-total (A) (1) | - | 3 | 16,25,000 | - | - | 16,25,000 | 38.24 | 16,25,000 | 38.24 | - | 38.24 | - | - | - | - | 16,25,000 | |
| (2) | Foreign | | | | | | | | | | | | | | | | | |
| (a) | Individuals (Non-Resident Individuals/ Foreign Individuals) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| (b) | Government | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| (c) | Institutions | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| (d) | Foreign Portfolio Investor | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| (f) | Any Other (Specify) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| | Sub-total (A) (2) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | - | 3 | 16,25,000 | - | - | 16,25,000 | 38.24 | 16,25,000 | 38.24 | - | 38.24 | - | - | - | - | 16,25,000 | |

III. Shareholding pattern of the Public shareholder

| Category | 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 | 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 % 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 Total Voting Rights | | | No. | As a % of total Shares held | No. | As a % of total Shares held | |
| | | | | | | | | | | | | | (a) | (b) | (a) | (b) | |
| (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 (Body Corporates) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Madhuri Finserve Private Limited | - | 1 | 16,24,940 | - | - | 16,24,940 | 38.23 | 16,24,940 | 38.23 | - | 38.23 | - | - | - | - | 16,24,940 |
| | Vikas Coating Private Limited | - | 1 | 5,00,000 | - | - | 5,00,000 | 11.76 | 5,00,000 | 11.76 | - | 11.76 | - | - | - | - | 5,00,000 |
| | Vikas Ferro Private Limited | - | 1 | 5,00,000 | - | - | 5,00,000 | 11.76 | 5,00,000 | 11.76 | - | 11.76 | - | - | - | - | 5,00,000 |
| | Sub-total (B) (1) | - | 3 | 26,24,940 | - | - | 26,24,940 | 61.76 | 26,24,940 | 61.76 | - | 61.76 | - | - | - | - | 26,24,940 |
| (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 Rs. 2 lakhs | - | 6 | 60 | - | - | 60 | 0.00 | 60 | 0.00 | - | 0.00 | - | - | - | - | 60 |
| | 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) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| Category | 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 | 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 % 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 Total Voting Rights | | | No. | As a % of total Shares held | No. | As a % of total Shares held | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| (e) | Any Other (Specify) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (B)(3) | - | 6 | 60 | - | - | 60 | 0.00 | 60 | 0.00 | - | 0.00 | - | - | - | - | 60 |
| | Total Shareholding of Public (B)= (B)(1)+(B)(2)+ (B)(3) | - | 9 | 26,25,000 | - | - | 26,25,000 | 61.76 | 26,25,000 | 61.76 | - | 61.76 | - | - | - | - | 26,25,000 |

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

| Category | 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 | 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 Total Voting Rights | | | No. | As a % of total Shares held | No. | As a % of total Shares held | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| (1) | Custodian / DR Holder | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (a) | Name of DR Holder (if applicable) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub total (C)(1) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (2) | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |



| Category | 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 | 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 Total Voting Rights | | | No. | As a % of total Shares held | No. | As a % of total Shares held | |
| | | | | | | | | | (a) | (b) | | | (a) | (b) | (a) | (b) | |
| | Sub total (C)(2) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total Non-Promoter Non-Public Shareholding (C) = (C)(1)+(C)(2) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

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

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

10. 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 | Chirag Gada | 13,28,197 | 31.25% | 13,28,197 | 21.25% |
| | Sub total (A) | 13,28,197 | 31.25% | 13,28,197 | 21.25% |
| | Promoter Group | | | | |
| 2 | Rinku Gada | 11 | 0.00% | 11 | 0.00% |
| 3 | Jatin Gada | 2,96,792 | 6.98% | 2,96,792 | 4.75% |
| | Sub total (A) | 2,96,803 | 6.98% | 2,96,803 | 4.75% |
| | Total | 16,25,000 | 38.24% | 16,25,000 | 26.00% |

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

| Name of the Promoter | No. of Shares held | Average cost of Acquisition (in Rs.) |
|----------------------|--------------------|--------------------------------------|
| Chirag Gada | 13,28,197 | 15.19 |

12. No persons belonging to the category “Public” holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares except as below:

| 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) |
| 1 | Madhuri Finserve Private Limited | 16,24,940 | 38.23% | 16,24,940 | 25.99% |
| 2 | Vikas Coating Private Limited | 5,00,000 | 11.76% | 5,00,000 | 8.00% |
| 3 | Vikas Ferro Private Limited | 5,00,000 | 11.76% | 5,00,000 | 8.00% |
| | Total | 26,24,940 | 61.76% | 26,24,940 | 41.99% |

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

a. Particulars of the top ten shareholders as on the date of filing this Prospectus:

| Sr. No. | Name of Shareholders | Number of Equity Shares | % of Total Paid-Up Capital |
|---------|----------------------------------|-------------------------|----------------------------|
| 1. | Madhuri Finserve Private Limited | 16,24,940 | 38.23% |
| 2. | Chirag Gada | 13,28,197 | 31.25% |
| 3. | Vikas Coating Private Limited | 5,00,000 | 11.76% |
| 4. | Vikas Ferro Private Limited | 5,00,000 | 11.76% |
| 5. | Jatin Gada | 2,96,792 | 6.98% |

| | | | |
|-----|-----------------------|------------------|----------------|
| 6. | Rinku Gada | 11 | 0.00% |
| 7. | Suresh Bhatnagar | 10 | 0.00% |
| 8. | Madhurilata Bhatnagar | 10 | 0.00% |
| 9. | Amit Bhatnagar | 10 | 0.00% |
| 10. | Mona Bhatnagar | 10 | 0.00% |
| 11. | Sumit Bhatnagar | 10 | 0.00% |
| 12. | Richa Bhatnagar | 10 | 0.00% |
| | Total | 42,50,000 | 100.00% |

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

| Sr. No. | Name of Shareholders | Number of Equity Shares | % of Total Paid-Up Capital |
|---------|----------------------------------|-------------------------|----------------------------|
| 1. | Madhuri Finserve Private Limited | 16,24,940 | 38.23% |
| 2. | Chirag Gada | 13,28,197 | 31.25% |
| 3. | Vikas Coating Private Limited | 5,00,000 | 11.76% |
| 4. | Vikas Ferro Private Limited | 5,00,000 | 11.76% |
| 5. | Jatin Gada | 2,96,792 | 6.98% |
| 6. | Rinku Gada | 11 | 0.00% |
| 7. | Suresh Bhatnagar | 10 | 0.00% |
| 8. | Madhurilata Bhatnagar | 10 | 0.00% |
| 9. | Amit Bhatnagar | 10 | 0.00% |
| 10. | Mona Bhatnagar | 10 | 0.00% |
| 11. | Sumit Bhatnagar | 10 | 0.00% |
| 12. | Richa Bhatnagar | 10 | 0.00% |
| | Total | 42,50,000 | 100.00% |

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

| Sl. No | Name | Number of Equity Shares | % of then existing Paid-Up Capital |
|--------|----------------------------------|-------------------------|------------------------------------|
| 1. | Madhuri Finserve Private Limited | 16,24,940 | 50.00 % |
| 2. | Chirag Gada | 10,78,207 | 33.18% |
| 3. | Jatin Gada | 2,96,792 | 9.13% |
| 4. | Rinku Gada | 2,50,001 | 7.69% |
| 5. | Suresh Bhatnagar | 10 | 0.00% |
| 6. | Madhurilata Bhatnagar | 10 | 0.00% |
| 7. | Amit Bhatnagar | 10 | 0.00% |
| 8. | Mona Bhatnagar | 10 | 0.00% |
| 9. | Sumit Bhatnagar | 10 | 0.00% |
| 10. | Richa Bhatnagar | 10 | 0.00% |
| | Total | 32,50,000 | 100.00% |

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

15. 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 Prospectus.
16. 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 SME Platform of BSE.
17. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
18. 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.
19. There are no Equity Shares against which depository receipts have been issued.
20. Other than the Equity Shares, there are 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 Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company
22. None of the persons/entities comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/individual or otherwise during the period of six months immediately preceding the date of filing of this Prospectus.
23. Our Company, our Promoter, 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.
24. There are no safety net arrangements for this public issue.
25. 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 Promoter 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.
26. 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.
27. As on date of this Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
28. All the Equity Shares of our Company are fully paid up as on the date of the Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful



applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.

29. As per RBI regulations, OCBs are not allowed to participate in this Issue.
30. Our Company has not raised any bridge loans against the proceeds of the Issue.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. 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.
34. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in this Issue.
35. We have 12 shareholders as on the date of filing of the Prospectus.
36. Our Promoter and the members of our Promoter Group will not participate in this Issue.
37. Our Company has not made any public issue since its incorporation.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group between the date of filing the Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies for the period ended September 30, 2015 and for the financial years ended March 31, 2015, 2014, 2013, 2012 and 2011 please refer to paragraph titled "Details of Related Parties Transactions as Restated" in the chapter titled '*Financial Statements as restated*' on page 176 of the Prospectus.
40. 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 154 of the Prospectus.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the SME platform of BSE.

The objects of the Issue are:-

1. Working Capital requirements;
2. General Corporate Purposes;
3. Issue Expenses.

We believe that listing 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 enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum.

FUND REQUIREMENTS

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.

Means of Finance

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.

Utilisation of Net Proceeds

We intend to utilize the proceeds of the Issue, in the manner set forth below:

| S. No. | Particulars | Amount (in Rs. Lakhs) | Percentage of total Issue (%) |
|--------|-----------------------------|-----------------------|-------------------------------|
| 1. | Working Capital Requirement | 840.50 | 84.00% |
| 2. | General Corporate Purpose | 100.00 | 10.00% |
| 3. | Issue Expenses* | 60.00 | 6.00% |
| | Total | 1,000.50 | 100.00% |

***As on date of the Prospectus, Company has incurred Rs. 34.50 Lakhs towards Issue Expenses.**

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 will bridge the fund requirements from internal accruals or debt/equity financing.

Schedule of Implementation/Utilisation of Net Proceeds

Our Company proposes to deploy the Net Proceeds in the aforesaid objects in the financial year 2016-17.

Details of Utilization of Issue Proceeds

- **Working Capital Requirement**

Our business is working capital intensive. We finance our working capital requirements from bank funding, internal accruals and other sources.

As on March 31, 2014 and March 31, 2015 our Company's net working capital consisted of **Rs. 1,779.05 lakhs** and **Rs. 1,743.62 lakhs** respectively, based on the restated standalone financial statements.

The total working capital requirement for the year 2015-16 is estimated to be **Rs. 1,814.98 lakhs** and for the year 2016-17 is estimated to be **Rs. 2,727.32 lakhs**. The incremental working capital requirement for the year ending March 31, 2017 will be **Rs. 912.34 lakhs**, which will be met through the Net Proceeds to the extent of **Rs. 840.50 lakhs**, and the balance portion will be met through internal accruals.

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, 2014 and March 31, 2015 are as set out in the table below:

| Particulars | Amount (Rs. In Lakhs) | |
|--|-----------------------|-----------------|
| | As on March 31 | |
| | 2014 | 2015 |
| Current Assets | | |
| Inventories | | |
| Raw material | 1,049.15 | 260.44 |
| Work in process | 49.56 | 1,053.27 |
| Finished Goods | 87.12 | 60.66 |
| Trade Receivables | 1,135.02 | 541.36 |
| Cash and Bank Balance | 0.73 | 21.65 |
| Short term loans & advances & other current assets | 374.83 | 217.73 |
| Total (A) | 2,696.41 | 2,155.12 |
| Current Liabilities | | |
| Trade Payables | 425.28 | 187.50 |
| Other Current Liabilities & short term provisions | 492.09 | 223.99 |
| Total (B) | 917.37 | 411.49 |
| Net Working Capital (A)-(B) | 1,779.05 | 1,743.62 |

| Particulars | As on March 31 | |
|------------------------------------|----------------|----------------|
| | 2014 | 2015 |
| Incremental Working Capital | 614.16 | (35.42) |
| Sources of Working Capital | | |
| Incremental borrowings | 497.26 | NA |
| Internal accruals | 116.90 | NA |
| Total Source | 614.16 | NA |

The details of our Company's expected working capital requirement as at March 31, 2016 and March 31, 2017 is set out in the table below:

Amount (Rs. In Lakhs)

| Particulars | 2015-16 (Estimated) | 2016-17 (Estimated) |
|--|---------------------|---------------------|
| Current Assets | | |
| Inventories | | |
| Raw material | 390.09 | 729.86 |
| Work in process | 975.22 | 1,140.40 |
| Finished Goods | 75.94 | 126.94 |
| Trade Receivables | 657.45 | 1,008.09 |
| Cash and Bank Balance | 54.05 | 61.62 |
| Short term loans & advances and other current assets | 262.98 | 362.91 |
| Total (A) | 2,415.72 | 3,429.81 |
| Current Liabilities | | |
| Trade Payables | 390.09 | 456.16 |
| Other Current Liabilities & Provisions | 210.65 | 246.33 |
| Total (B) | 600.73 | 702.49 |
| Net Working Capital (A)-(B) | 1,814.98 | 2,727.32 |
| Incremental Working Capital* | 71.36 | 912.34 |
| Sources Of Working Capital | | |
| Issue Proceeds | - | 840.50 |
| Internal Accruals | 71.36 | 71.84 |
| Total Source | 71.36 | 912.34 |

*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 months)

| Particulars | Holding Level as of March 31, 2014 | Holding Level as of March 31, 2015 | Holding Level as of March 31, 2016 (Estimated) | Holding Level as of March 31, 2017 (Estimated) |
|-----------------------|------------------------------------|------------------------------------|--|--|
| Current Assets | | | | |
| Inventories* | | | | |

| Particulars | Holding Level as of March 31, 2014 | Holding Level as of March 31, 2015 | Holding Level as of March 31, 2016 (Estimated) | Holding Level as of March 31, 2017 (Estimated) |
|----------------------------|------------------------------------|------------------------------------|--|--|
| Raw material | 1.51 | 0.35 | 0.50 | 0.80 |
| Work in process | 0.07 | 1.51 | 1.17 | 1.20 |
| Finished Goods | 0.12 | 0.09 | 0.09 | 0.13 |
| Trade Receivables | 1.39 | 0.76 | 0.75 | 1.00 |
| | | | | |
| Current Liabilities | | | | |
| Trade Payables | 0.61 | 0.25 | 0.50 | 0.50 |

Our Company proposes to utilise Rs. 840.50 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 2016-17 considering the growth in activities of our Company. Our Company has assumed raw material inventory of **0.80 months**, work in process inventory of **1.20 months** and finished goods inventory of **0.13 months** for the Financial Year 2016-2017.

Our Debtors cycle was of about 1.39 and 0.76 months in Financial Year 2013-14 and 2014-2015. We have assumed that our debtor's cycle will be 1.00 months for Financial Year 2016-17. Similarly we have estimated current assets, trade payables, current liabilities and short term provisions in line with working capital employed in Financial Year 2014-2015 and estimated to be employed in Financial Year 2015-16.

Justification for "Holding Period" levels

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

| Assets- Current Assets | |
|--|--|
| Inventories | In FY 2016-17 we have assumed raw material inventory of around 0.80 months as against 0.35 months of FY 2014-15 as we expect higher orders in FY 2016-17. Further the work in process inventory is assumed to be 1.20 months as against 1.51 months of FY 2014-15 as we strive to have a better inventory management. Finished good inventory is assumed to be of 0.13 months i.e. on similar lines of FY 2014-15. |
| Trade receivables | In FY 2016-17 the trade receivable holding period is expected to increase from 0.76 months in F.Y. 2014-15 to 1.00 month. We intend to give a liberal period to our customers to increase our customer base and as per industry practise. |
| Liabilities - Current Liabilities | |
| Trade Payables | In FY 2016-17, the credit period is expected to be 0.50 months which is slightly higher than FY 2014-15 and as accepted by our suppliers. |

• **General Corporate Purpose**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Issue proceeds net off issue expenses aggregating Rs. 100.00 lacs being 10.00% of the issue proceeds towards general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Proceeds after meeting

issue expenses, for general corporate purpose including but not restricted to, marketing expenses, meeting operating expenses, strengthening of our business development and marketing capabilities, meeting exigencies which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

- **Issue Related Expenses**

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 60.00 Lakhs.

| Expenses | Expenses (Rs. in Lakhs)* | Expenses (% of total Issue expenses) | Expenses (% of Issue size) |
|---|--------------------------------|---|----------------------------------|
| Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc. | 40.00 | 66.67 | 4.00 |
| Regulatory fees | 5.00 | 8.33 | 0.50 |
| Marketing and Other Expenses | 15.00 | 25.00 | 1.50 |
| Total estimated Issue expenses | 60.00 | 100.00 | 6.00 |

***As on March 18, 2016, our Company has incurred Rs.34.50 Lakhs towards Issue Expenses.**

****SCSBs will be entitled to a processing fee of Rs.10/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.**

BRIDGE FINANCING

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

DEPLOYMENT OF FUNDS

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

| Particulars | Total Funds required | Amount (Rs. in Lakhs) | |
|------------------------------|-------------------------|-----------------------------------|---------------------------------|
| | | Amount incurred March 18, 2016 | Deployment during FY 2016-17 |
| Working Capital Requirements | 840.50 | - | 840.50 |
| General Corporate Purposes | 100.00 | - | 100.00 |
| Issue Expenses | 60.00 | 34.50 | 25.50 |
| Total | 1,000.50 | 34.50 | 966.00 |

Vinod Patel & Co., Chartered Accountants have vide certificate dated March 18, 2016 confirmed that as on March 18, 2016 following funds were deployed for the proposed Objects of the Issue:

| Particulars | Amount (Rs. in Lakhs) | |
|-------------------|-----------------------|--|
| | Estimated Amount | |
| Internal Accruals | 34.50 | |
| Total | 34.50 | |



Our management, in accordance with the policies set up by the Board, will have flexibility in deploying 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

Net issue proceeds pending utilization for the objects of issue shall be deposited only in the scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds.

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. 1,000.50 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.

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 Prospectus.

VARIATION IN OBJECTS

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of a special resolution. In addition, the notice issued to our shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, our Promoter or controlling shareholders would 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 Issue proceeds will be paid by our Company as consideration to the Promoter, the Directors, our key management personnel or the Group Companies, except in the ordinary course of business.

BASIS FOR ISSUE PRICE

The Issue Price of Rs. 50/- per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors.

The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 50 per Equity Share and is 5 times the face value.

QUALITATIVE FACTORS

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

- Government Contractor
- Quality Assurance
- Brand Value
- State of art Infrastructure
- Wide range of products

For further details, refer to heading “*Our Competitive Strengths*” under chapter titled ‘*Our Business*’ beginning on page 122 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2013, 2014 and 2015 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, 2013 | 5.32 | 1 |
| March 31, 2014 | 10.06 | 2 |
| March 31, 2015 | (7.33) | 3 |
| Weighted average | 0.58 | |
| *For the period ended September 30, 2015 | 1.30 | |

*Not annualised

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 50 per Equity Share of Rs. 10 each fully paid up.

| Particulars | P/E Ratio |
|--|-----------|
| P/E ratio based on Basic EPS for FY 2014-15* | N.A. |
| P/E ratio based on Weighted Average EPS | 86.42 |
| **Industry P/E | |
| Lowest | 13.73 |
| Highest | 278.81 |
| Average | 82.33 |

*P/E Ratio for the financial year 2014-15 is negative and hence it is not applicable.

**Industry Composite comprises Ultracab (India) Limited, Cords Cable industries Limited, Precision Wires India Limited and Tentiwal Metal Products Limited.

3. Return on Net worth (RoNW)

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

| Year ended | RoNW (%) | Weight |
|---|----------------|--------|
| March 31, 2013 | 13.73% | 1 |
| March 31, 2014 | 20.61% | 2 |
| March 31, 2015 | (18.15)% | 3 |
| Weighted Average | (0.08)% | |
| *For the period ended September 30, 2015 | 3.12% | |

*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 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, 2015 – Not Applicable (as the EPS is negative)

5. Net Asset Value (NAV)

| Particulars | Amount (in Rs.) |
|---|-----------------|
| Net Asset Value per Equity Share as of March 31, 2015 | 40.36 |
| Net Asset Value per Equity Share as of September 30, 2015 | 41.66 |
| Net Asset Value per Equity Share after the Issue | 45.66 |
| Issue Price per equity share | 50.00 |

Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares.

For calculating NAV per Equity Share after the Issue, conversion of unsecured loan of Rs. 5,00,00,000 into 10,00,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 40 each on November 3, 2015 has also been taken into consideration.

6. Comparison with other listed companies

| Companies | CMP | EPS | PE Ratio | RONW % | NAV (Per Share) | Face Value | Total Income (In Crores) |
|---------------------------------|--------|--------|----------|---------|-----------------|------------|--------------------------|
| Ruby Cables Limited | 50.00 | (7.33) | N.A. | (18.15) | 40.36 | 10 | 86.13 |
| Peer Group* | | | | | | | |
| Ultracab (India) Limited | 164.50 | 0.59 | 278.81 | 2.24 | 18.68 | 10 | 35.27 |
| Cords Cable industries Limited | 43.50 | 2.20 | 19.77 | 2.52 | 93.70 | 10 | 266.94 |
| Precision Wires India Limited | 148.60 | 8.74 | 17.00 | 5.41 | 161.58 | 10 | 884.02 |
| Tentiwal Metal Products Limited | 7.00 | 0.51 | 13.73 | 3.40 | 15.07 | 10 | 37.43 |

*Source: www.bseindia.com

**CMP for our Company is considered as Issue Price

Notes:

- Considering the nature of business of the Company the peers are not strictly comparable. However same have been included for broad comparison.
- The figures for Ruby Cables Limited are based on the restated results for the year ended March 31, 2015.
- The figures for the peer group are based on standalone audited results for the respective year ended March 31, 2015.
- Current Market Price (CMP) is the closing prices or the last traded price of respective scripts as on March 18, 2016.
- The Issue Price of Rs. 50 per Equity Share has been determined by the Company in consultation with the LM and is justified based on the above accounting ratios.

For further details see section titled “*Risk Factors*” beginning on page 17 and the financials of the Company including profitability and return ratios, as set out in the section titled “*Financial Statements*” beginning on page 176 of this Prospectus for a more informed view.



STATEMENT OF POSSIBLE TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

To
The Board of Directors,
Ruby Cables Limited
Vadodara

Dear Sirs,

Sub: Statement of possible Special tax benefits available to the Company and its shareholders on proposed Public Issue of Shares under the applicable tax laws in India.

We hereby confirm that the enclosed annexure, prepared by the Management of Ruby Cables Limited ('the Company'), states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act') presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits, as above, is dependent upon fulfilling such conditions, which based on business imperatives, which the Company or its shareholders may face in the future, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed annexure cover only Special tax benefits and do not cover general tax benefits. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, a shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue.

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

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met with; and
- the revenue authorities / courts will concur with the views expressed herein.

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

The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

For M/s. Vijay N. Tewar & Co.
Chartered Accountants
Firm Registration No. 111422W

CA Vijay Tewar
Partner
Membership No. 040676

Date: November 18, 2015
Place: Vadodara



ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO RUBY CABLES LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may or may not choose to fulfill.

1. Special tax benefits available to the Company

There are no Special tax benefits available to the Company.

2. Special tax benefits available to the shareholders of the Company

There are no Special tax benefits available to the shareholders of the Company.

Notes:

- i. All the above benefits are as per the current tax laws and any change or amendment in the laws/regulation, which when implemented would impact the same.
- ii. Wealth Tax is abolished with effect from 01 April 2015 by Finance Act 2015

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 Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on pages 17 and 176 respectively of this Prospectus before deciding to invest in our Equity Shares.

INDUSTRY OVERVIEW

Cable and wire industry has established itself as one of the backbones of modern information age. The increasing importance for power, light and communication has kept demand high for wire and cable. This trend will continue as demand for reliable, efficient energy and data communications will strengthen the wire and cable industry. The industry is a volume driven product and has evolved from the unorganised to the organised sector.

With cabling being a necessary component across industries, manufacturers produce multitude of cables such as power cables, fire safe cables, single cores, multi cores and data cables. According to Global Industry Analysts Inc., the wire and cable industry is expected to generate \$ 113.9 billion by the year 2015.

In India, while the wire and cable industry is moving over the last 20 years from unorganised to organised sector, around 35 per cent of the industry is still in the unorganised sector. There are multiple players in the market, including Indian as well as international, and the Indian market consists of both branded and unbranded cables. Cables and wires are also imported to meet the ever growing requirement. The wire and cable industry comprises 40 per cent of the electrical industry within the next 5 years, this will be double.

With the slowdown, the manufacturing industry has also felt the impact and more specifically, the domestic electrical equipment industry reported a 6.6 per cent growth in FY12, as compared to 13.7 per cent in 2010-11. Sluggish growth in power sector and escalating imports of electrical equipment are impacting the commercial viability of domestic electrical equipment industry.

In the global cable market, there is a higher usage of multicore cables and halogen free flame retardant (HFFR) cables. India, on the other hand, has fewer people using the flame retardant PVC (FR PVC cables).

(Source: Electrical & Power Review; www.eprmagazine.com)

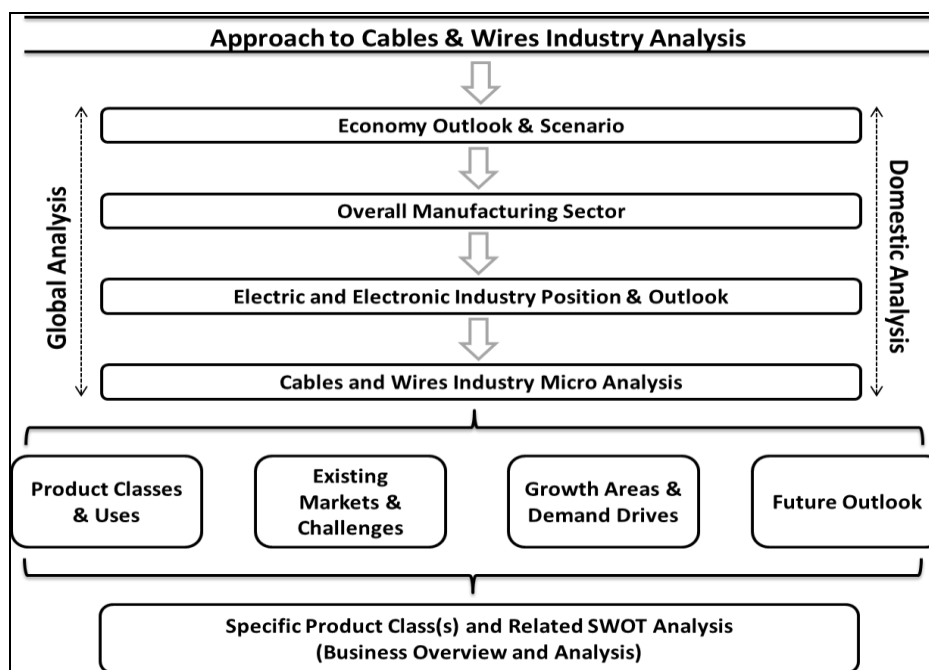
APPROACH TO INDUSTRY ANALYSIS

Analysis of cables and wires industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Cables and wires industry forms part of manufacturing sector at a macro level. Hence, broad picture of manufacturing sector should be at preface while analysing the cables and wires industry. If the entire manufacturing sector is likely to be impacted by a specific set of factors, so would, most likely, be the cables and wires industry as well.

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall manufacturing sector is ‘Electrical and Electronic’,

which in turn encompasses various components one of them being ‘cables and wires’ including Conductors.

Thus, cables and wires industry segment should be analysed in the light of ‘Electrical and Electronic’ industry. An appropriate view on cables and wires industry, then, calls for the overall economy outlook, performance and expectations of manufacturing sector, position of electronic industry and micro analysis.



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GLOBAL ECONOMIC ENVIRONMENT

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 charting 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.

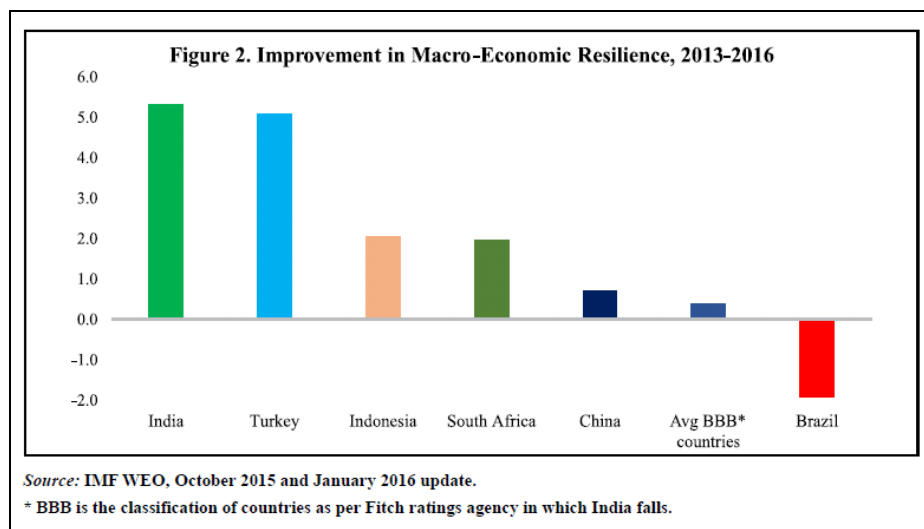
The 19 January WEO Update also indicated that India and the rest of emerging Asia are bright spots, albeit with some countries facing strong headwinds from China's economic rebalancing and global manufacturing weakness. The IMF's growth forecast for India is 7.5 per cent in 2016 and 2017 and this surpasses 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)

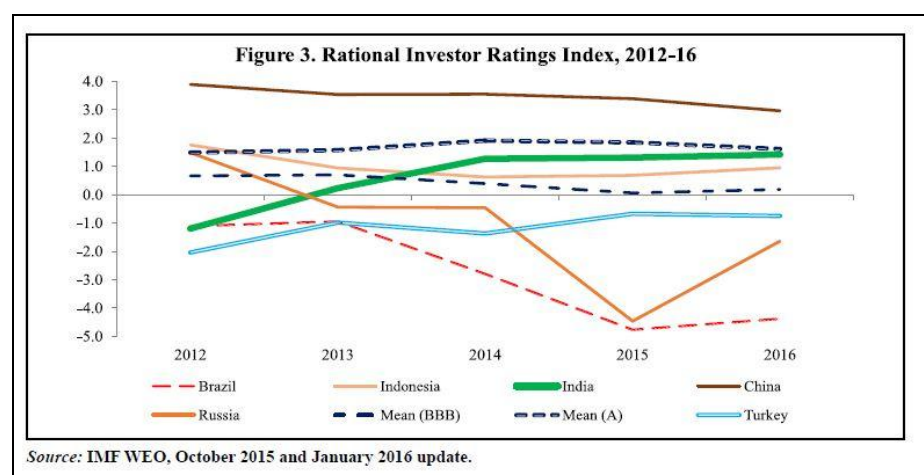
THE INDIAN ECONOMY

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 THE 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) percent 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)

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 | | | | | | | | | | | |

Table 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)

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. In response to this stress, companies have once again been compelled to curb their capital expenditures substantially.

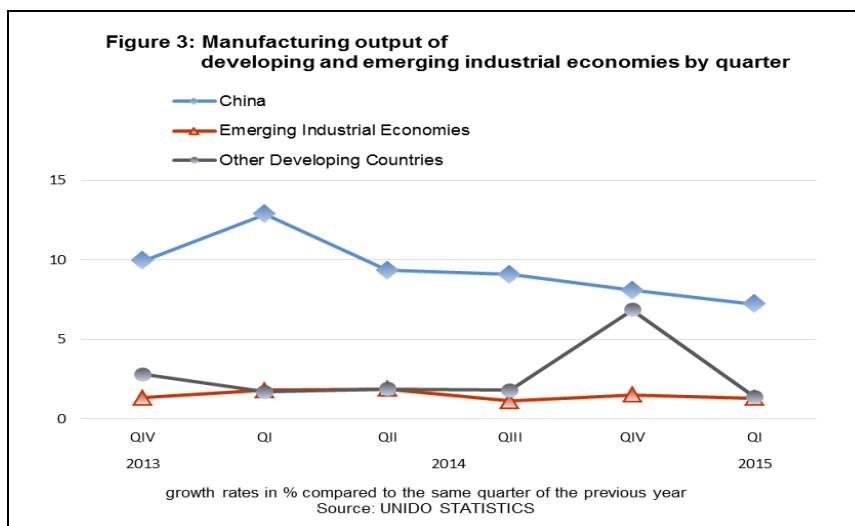
- Finally, the path for fiscal consolidation will determine the demand for domestic output from government. The magnitude of the drag on demand and output will be largely equal to the size of consolidation, assuming a multiplier of about 1.
- There are three significant downside risks. Turmoil in the 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)

GLOBAL MANUFACTURING SECTOR

The recent trends in world manufacturing have been characterized by a mixture of strengthening and weakening factors such as a sharp decline in oil prices, a significant decrease in the value of the euro, a dramatic increase in the value of the US dollar, continued slowdown in China, and geopolitical and European market uncertainty. Countries' growth rates diverged depending on the nature of the impact of the abovementioned factors on the national economy.

Global manufacturing output increased by a moderate rate of 2.8 per cent in the first quarter of 2015 from 3.3 per cent in the previous quarter. The outlook for Asia's developing and emerging economies looks much better than that of the other developed regions. In contrast to the decelerating trends of other emerging industrial economies, India's manufacturing growth has increased significantly. It rose by 3.6 per cent due to improvements in investment conditions and growing demand. Among the ASEAN economies, the manufacturing output of Indonesia rose by 5.0 per cent and Viet Nam's by 9.0 per cent.



(Source: World Manufacturing Production- Statistics for Quarter I, 2015; www.unido.org)

INDIAN MANUFACTURING SECTOR

India is largely moving towards high-end manufacturing with the Government announcing multiple reforms and policies in the sector. Indian manufacturing industry is largely driven by low-cost, skilled labour, adequate land laws and reasonable cost of capital. McKinsey and Co believes that India's manufacturing sector has the potential to create up to 90 million jobs by 2025. Today, the sector generates about 45 million jobs, 80 per cent of which are in the unorganised segment.

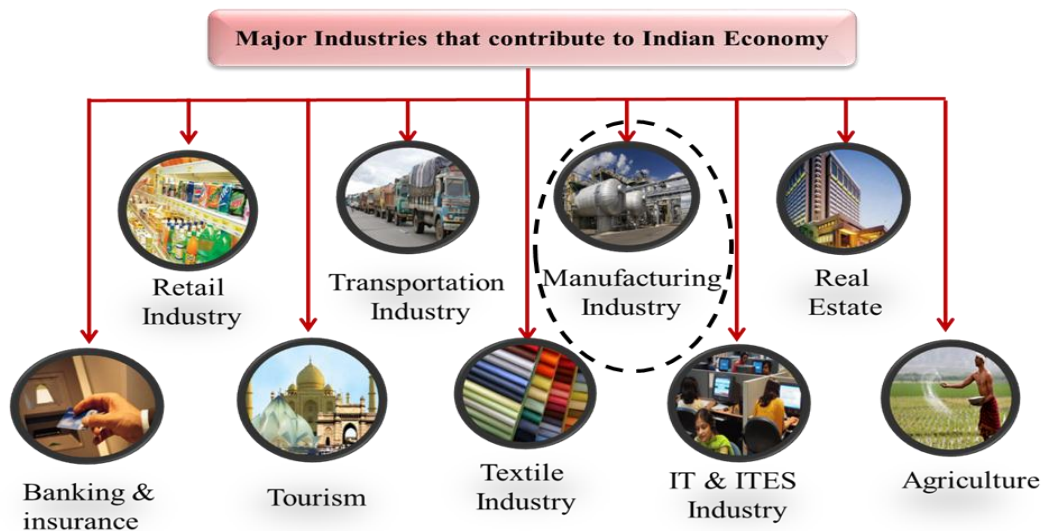
India is increasingly adopting global approach to become a strategic player on international platform. Entry of foreign companies in manufacturing industry has anchored technology-based orientation which is subsequently helping India create a core and contemporary manufacturing sector, fed by ancillary manufacturers that rely on simple technical skills.

Deloitte's global index, 2013, for 38 nations, has ranked India the fourth most competitive manufacturing nation, behind China, the US and Germany. Not only this, but even the Global Manufacturing Competitiveness Index, 2013, based on a survey of CEOs, executives and other officials of 550 global manufacturing companies, has positioned India as second five years down the line, next only to China.

With launch of the 'Make in India' initiative, Mr Narendra Modi, the Prime Minister of India, aims to give global recognition to the Indian economy and also place India on the world map as a manufacturing hub.

India has also set for itself an ambitious target of increasing the contribution of manufacturing output to 25 per cent of gross domestic product (GDP) by 2025, from 16 per cent currently.

India's economy is expected to grow at 7.4 per cent in 2014-15 as per a Government forecast. According to a new formula which uses 2011-12 as the new 'base year', the revised statistics showed inflation-adjusted economic growth rate for October-December 2014 at 7.5 per cent, making India the fastest growing major economy in the world.



MARKET SIZE

Business conditions in the Indian manufacturing sector continued to improve in January 2015 fuelled by accelerated growth of output, marking the third straight month of expansion on the HSBC Services Purchasing Managers' Index (PMI). The PMI rose to 52.4 points in January 2015 from 51.1 in December 2014. The composite PMI that combines both services and manufacturing sectors rose to 53.3 points in January 2015 from 52.9 in the previous month.

India's manufacturing sector could touch US\$ 1 trillion by 2025, according to a report by Mckinsey and Company. There is potential for the sector to account for 25-30 per cent of the country's GDP and create up to 90 million domestic jobs by 2025.

INVESTMENTS

The Government of India has received investment proposals for electronics manufacturing worth Rs 18,000 crore (US\$ 2.89 billion) for 2015-16 and expects the figure to double in another two years.

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

- US-based First Solar Inc and China's Trina Solar have plans to set up manufacturing facilities in India. Clean energy investments in India increased to US\$ 7.9 billion in 2014, helping the country maintain its position as the seventh largest clean energy investor in the world.
- Samsung Electronics Co Ltd has invested Rs 517 crore (US\$ 83.11 million) towards the expansion of its manufacturing plant in Noida, Uttar Pradesh (UP) under the UP Mega Policy. "Samsung India Electronics is committed to strengthen its manufacturing infrastructure and will gradually expand capacity at this plant to meet the growing domestic demand for mobile handsets, as per the company.
- India is currently among the top 10 sourcing countries for IKEA. The plan is to double sourcing from India to €630 million (US\$ 688.61 million) by 2020.
- Shantha Biotechnics Pvt Ltd has started building a facility to manufacture Insuman, an insulin product to treat diabetes. Sanofi SA, which acquired Shantha Biotechnics, will invest Rs 460 crore (US\$ 73.93 million) to build the facility.
- BMW and Mercedes-Benz have intensified their localisation efforts to be part of 'Make in India' initiative. "The localisation efforts will reduce the waiting period and accelerate the servicing process of our cars as we had to (previously) depend on our plants overseas for supply and will help us on the pricing front."

- Suzuki Motor Corp plans to make automobiles for Africa, the company's next big bet, as well as for India at its upcoming factory in Hansalpur, near Ahmedabad, Gujarat, as per Mr Toshihiro Suzuki, Executive Vice-President, Suzuki.

GOVERNMENT INITIATIVES

In a bid to push the 'Make in India' initiative to the global level, Mr Narendra Modi, Prime Minister of India, plans to pitch India as a manufacturing destination at the World International Fair in Germany's Hannover. Mr Modi is likely to showcase India as a business friendly destination to attract foreign businesses to invest and manufacture in the country.

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

- The government has asked New Delhi's envoys in over 160 countries to focus on economic diplomacy to help government attract investment and transform the 'Make In India' campaign a success to boost growth during the annual heads of missions conference. Prime Minister Mr Modi has also utilised the opportunity to brief New Delhi's envoys about the Government's foreign policy priority and immediate focus on restoring confidence of foreign investors and augmenting foreign capital inflow to increase growth in manufacturing sector.
- The Government of Uttar Pradesh (UP) has secured investment deals valued at Rs 5,000 crore (US\$ 803.77 million) for setting up mobile manufacturing units in the state.
- The Government of Maharashtra has cleared land allotment for 130 industrial units across the state with an investment of Rs 6,266 crore (US\$ 1.01 billion)
- Dr Jitendra Singh, Union Minister of State (Independent Charge) of the Ministry of Development of North Eastern Region (DoNER), MoS PMO, Personnel, Public Grievances & Pensions, Atomic Energy and Space, Government of India, has announced the 'Make in Northeast' initiative beginning with a comprehensive tourism plan for the region.

ROAD AHEAD

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that require large capital expenditure and revive the Rs 1.85 trillion (US\$ 29.74 billion) Indian capital goods business.

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

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/manufacturing-sector-india.aspx>)

AVERAGE CAPACITY UTILIZATION

In many sectors, average capacity utilization has almost remained same in Q-2 of 2014-15 as was in Q-1 of 2014-15. These are sectors like metals, tyre, textile machinery, capital goods. On the other hand capacity utilization has slightly improved in Q-2 in sectors like cement and ceramics, chemicals, textiles and food.

Table: Current Average Capacity Utilization Levels As Reported in Survey

| Sector | Average Capacity Utilisation (%) in Q-2 2013-14 | Average Capacity Utilisation (%) in Q-3 2013-14 | Average Capacity Utilisation (%) in Q-4 2013-14 | Average Capacity Utilisation (%) in Q-1 2014-15 | Average Capacity Utilisation (%) in Q-2 2014-15 |
|---------------------------|---|---|---|---|---|
| Auto | 60 | 70 | 73 | 74 | 70 |
| Capital Goods | 70 | 70 | 70 | 70 | 70 |
| Cement | 73 | 65 | 72 | 71 | 80 |
| Chemicals & Fertilizers | 78 | 79 | 80 | 72 | 76 |
| Textiles | 78 | 83 | 79 | 81 | 82 |
| Electronics & Electricals | 60 | 60 | 75 | 75 | 70 |
| Food & FMCG | 86 | 80 | 78 | 78 | 82 |
| Leather & Footwear | 71 | 80 | 80 | 70 | 65 |
| Metals | 70 | 70 | 70 | 75 | 75 |
| Textiles Machinery | 60 | 60 | 60 | 60 | 60 |
| Tyre | 60 | 60 | 80 | 80 | 80 |
| Miscellaneous | NA | NA | NA | 70 | NA |

The current average capacity utilization as reported in the survey is around 76% for Q-2 which is same as the capacity utilizations of previous two quarters i.e. Q-1 2014-15 and Q-4 2013-14.

(Source: FICCI Quarterly Survey On Indian Manufacturing Sector-November 2014; www.ficci.com)

SECTORAL GROWTH

Based on expectations in different sectors, the Survey pointed out that four out of thirteen sectors were likely to witness low growth (less than 5%). Four sectors namely, paper, ceramics, machine tools and leather and footwear are expected to have a strong growth of over 10% in October – December 2014-15 and rest all the sectors likely to witness moderate growth.

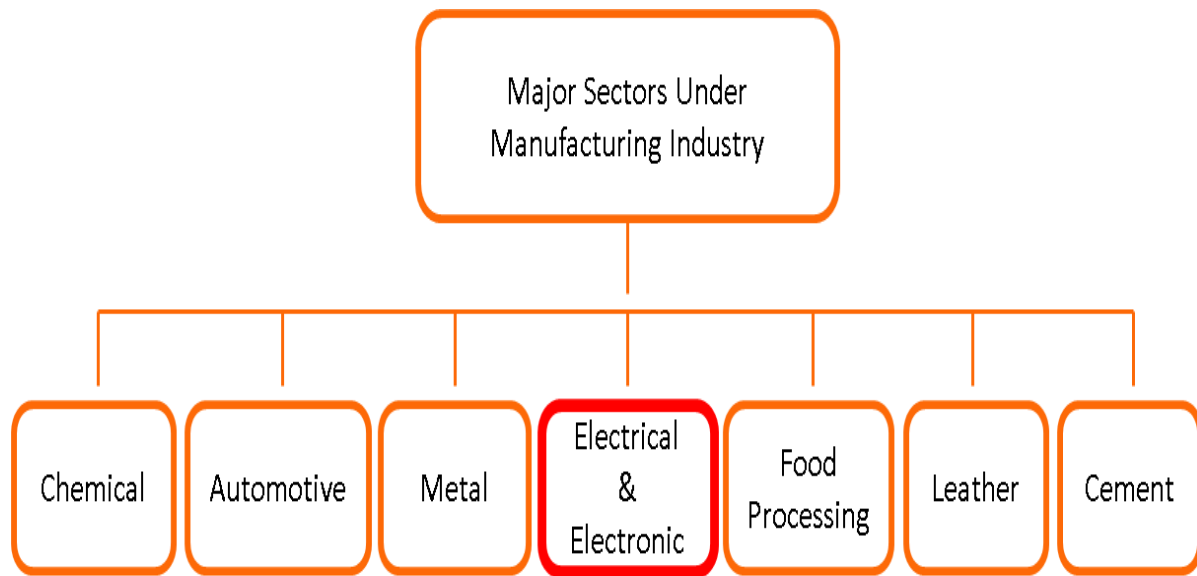
Table: Growth expectations for Q-3 2014-15 compared with Q-3 2013-14

| Sector | Growth Expectation |
|---------------------------|--------------------|
| Capital Goods | Low |
| Textiles Machinery | Low |
| Textiles | Low |
| Electronics & Electricals | Low |
| Auto Components | Moderate |
| Metals & Metal Products | Moderate |
| Tyre | Moderate |
| Chemicals | Moderate |
| Food Products | Moderate |
| Cement and Ceramics | Strong |
| Machine Tools | Strong |
| Paper | Strong |
| Leather & footwear | Strong |

Note: Strong > 10%; 5% < Moderate < 10%; Low < 5% (Source: FICCI Survey)

(Source: FICCI Quarterly Survey On Indian Manufacturing Sector-November 2014; www.ficci.com)

The major sectors that contribute to Manufacturing Industry are as shown in the below chart:



ELECTRICAL AND ELECTRONIC SECTOR

Introduction

Electronics Systems Design and Manufacturing sector comprises semiconductor design, high-tech manufacturing, electronics and electrical components, electronics manufacturing services and electronics systems design for consumer electronic products, telecom products and equipment, IT systems and hardware and other segments. Electronics, along with Information and Communications Technology, is considered a meta-resource: the competitiveness of various industries often depends on their ability to integrate ICTE in their business processes. At 1.75 Trillion, Electronics is the largest and the fastest growing manufacturing industry in the world. It is expected to reach USD 2.4 Trillion by 2020.

Key objectives

The key objectives for the ESDM Sector are:

- To achieve domestic production of USD 122 Billion by 2017 (growth of 30per cent)
- To ramp up domestic value addition in ESDM manufacturing

Key challenges

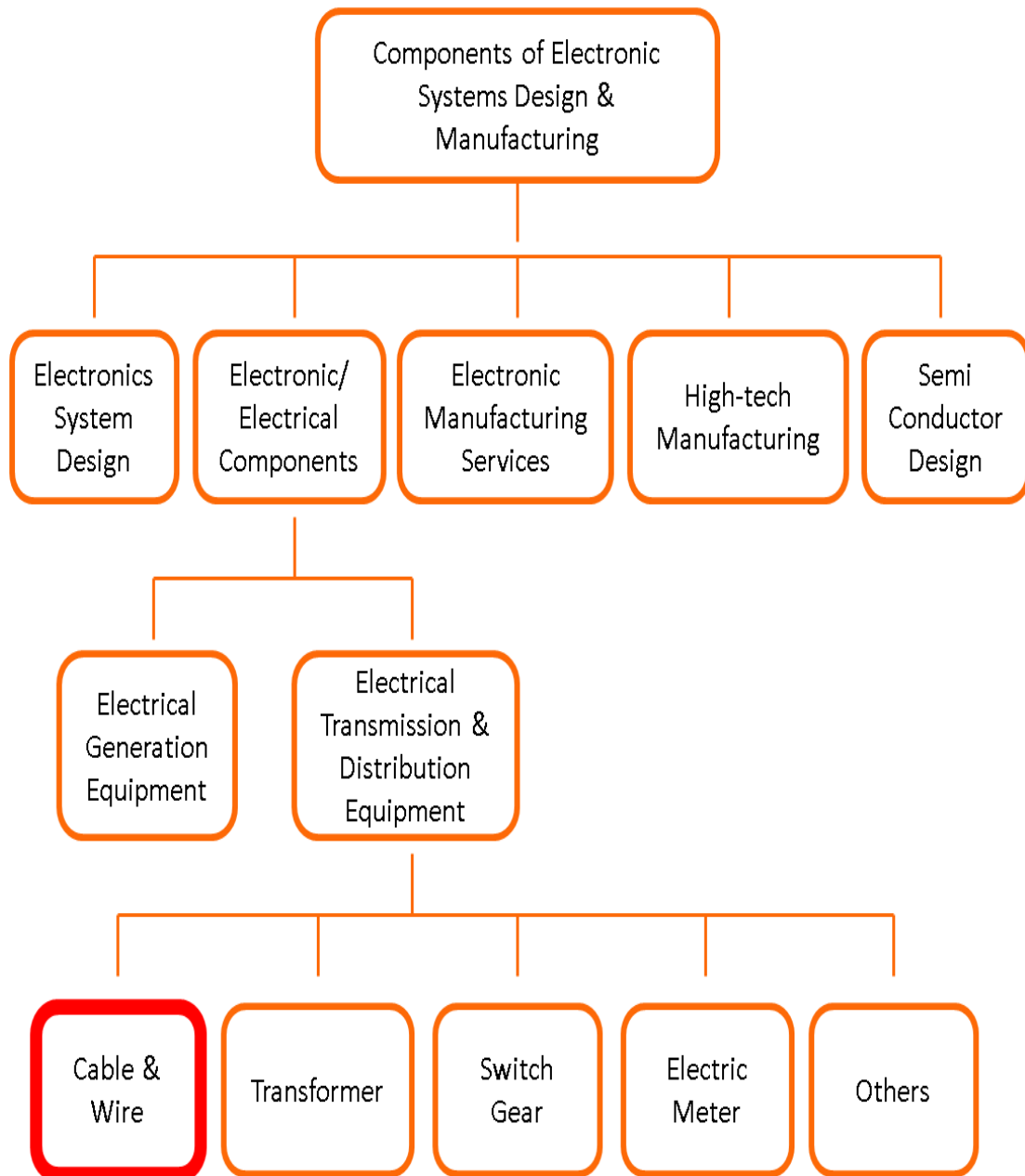
The key challenges faced by the sector are:

- **Competition from China:** India's biggest competition in the sector is from China which has achieved significant economies of scale and has a highly subsidized operating environment which is largely opaque.
- **Zero Duty Regime:** As a signatory to the Information Technology Agreement-1 (ITA-1) of the World Trade Organization (WTO), India has implemented zero duty regime on 217 product lines. Under the Free Trade Agreements (FTAs) and Preferential Trade Agreement (PTAs) with various countries, the import of electronics hardware from these countries is allowed at a duty which is lower than the normal duty rate.
- **Disability Costs in local Manufacturing:** Infrastructure, Power and Finance issues pose significant challenges to Indian manufacturing. Infrastructure challenges arise from poor supply chain logistics and inadequate ready availability of land. The finance costs in India are typically 5 to 6 points above international rates. Power supply is, in several parts, inadequate, unreliable and costly. High transaction costs due to stringent rules and regulations, complex administrative processes also add to the disability costs.

- **Diversity and Velocity of Technological Change:** Electronics is pervasive and spans all sectors. Therefore the development of the sector involves domain knowledge of each of the sectors which it serves. The half-life of technologies in the sector has been continuously reducing. Currently it is estimated to be even less than six months in certain verticals. Convergence between different technologies, devices, software and hardware are also driving technology changes.

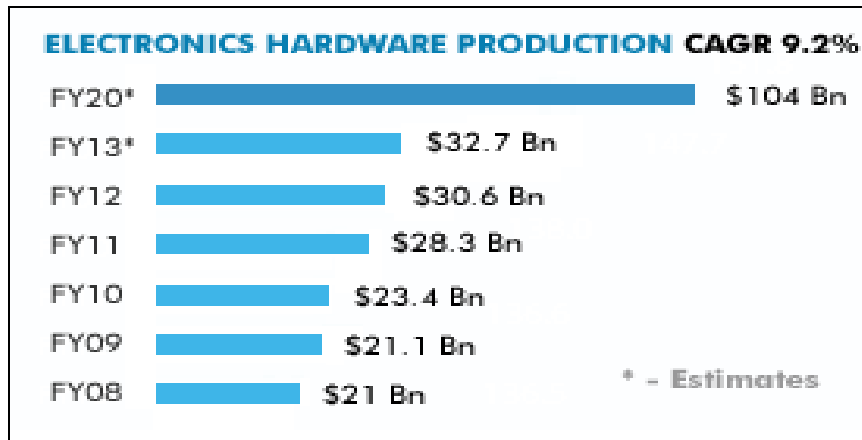
(Source: The manufacturing plan- Planning commission of India; www.planningcommission.gov.in)

The components of Electronic Systems Design & Manufacturing are as shown in the below chart:

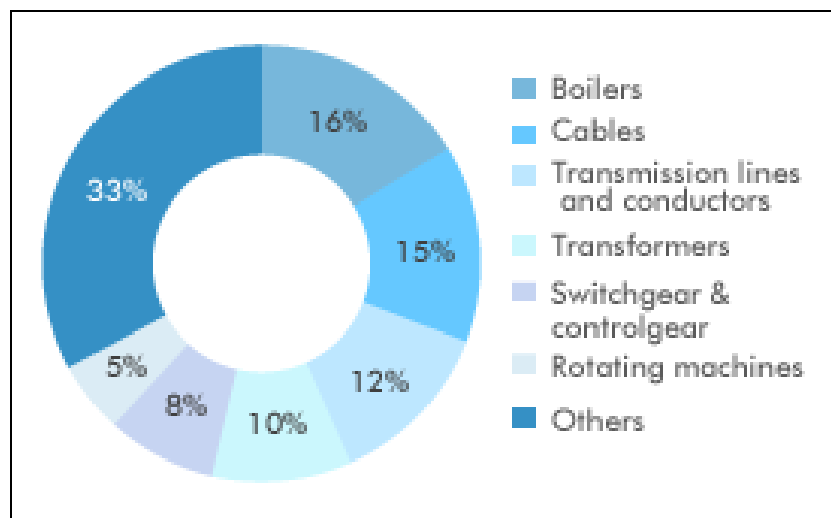


MARKET SIZE OF MANUFACTURE OF ELECTRONIC GOODS IN INDIA

Total production of electronics hardware goods in India is estimated to reach US\$ 104 billion by 2020.



SHARE OF MAJOR ELECTRICAL EQUIPMENT IN THE INDUSTRY



(Source: Government of India, Aranca Research Note: CAGR - Compound Annual Growth Rate)

- The electrical machinery sector consists of generation, transmission and distribution machinery.
- The transmission and distribution market expanded at a compound annual growth rate (CAGR) of 6.7 per cent over FY07-13.
- Boilers (16 per cent), cables (15 per cent) and transmission lines and conductors (12 per cent) account for a large chunk of the revenue.
- The generation equipment market is expected to expand at a CAGR of 12.7 per cent over FY12-22.

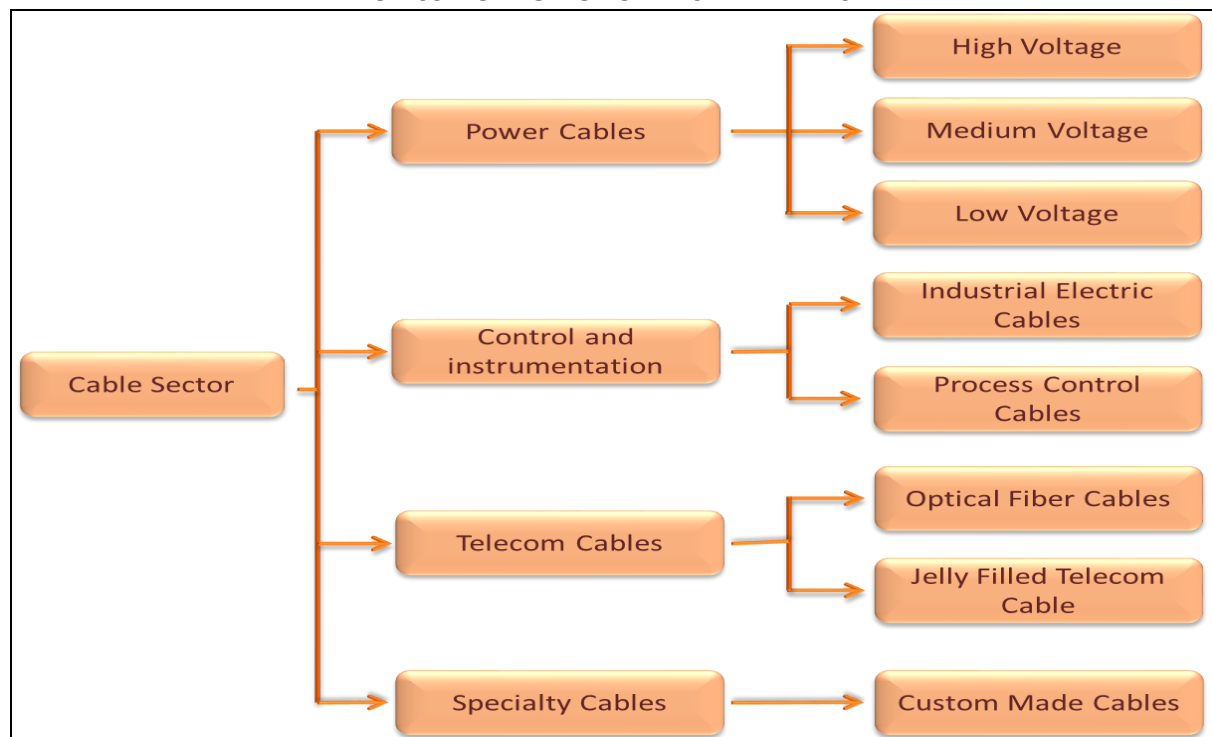
(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/indian-electrical-machinery-industry-analysis-presentation>)

CABLE AND WIRE INDUSTRY

Cables and wires are used for transmitting power, signals, and also in various industries. They are widely used across various end-use segments including residential, commercial, and industrial purposes. The growth of global cables and wires market is primarily driven by the growth of the IT and communication industry where cables and wires play a vital role in transmitting power.

The growing demand for wire and cables across various end-use industries such as IT and telecommunication is one of the major factors driving the market for wire and cables. However, the volatility in raw material prices is acting as one of the major concerns for various players operating in the global market for cables and wires.

CLASSIFICATION OF CABLES AND WIRES



THE INDIAN CABLE AND WIRE INDUSTRY

Cables are one of the basic inputs therefore they are very critical for the entire industrial sector. Whether made of copper, aluminium or other non-ferrous materials - cables and wires play decisive role in our daily lives and in almost every industry. Cables are used by Power, Steel, Cement, Refineries, Petro-Chemicals, Fertilizers and Communication Sector as well as Railways including Metro Rail.

The Indian cable industry is highly fragmented with large number of cable producers. Many of these companies are small-scale cable producers, the smallest of which are family-run operations which use the most basic production equipments. There has been very limited consolidation amongst the major players in the industry. The tendency of cable companies to grow organically, rather than by acquisition of competitors, means that no dominant groups have emerged in the industry.

Historically, the demand in the cable industry has been characterized by its cyclical pattern. The sector witnessed sustained market depression during the period 1998-2003 and since then the industry is on the upswing.

(Source: Department of Industrial Policy & Promotion annual report 2004-05, 2005-06 and 2006-07)

MARKET SIZE

The wire and cable market in India has come a long way, from being a small industry to a very large one, over the past decade. The industry is mostly volume driven, although it comes with a lot of technical and quality nuances. Over the last twenty years, the industry has shifted from being an unorganized sector to an organized one, although 35% of the industry continues to be a part of the unorganized sector. The market has been growing steadily, and according to recent research at Netscribes, it is expected to touch INR 572 billion by the year 2018. The wire and cables industry predominantly provides challenging opportunities in the field of manufacturing, supply chain, procurement, marketing and HR.

The wire and cables market in India comprised of nearly 40% of the electrical industry. According to research, it is expected to double in size in the next five years. The industry is growing at a CAGR of 15% as a result of growth in the power and infrastructure segments. It is predicted to boost the market as demand will increase and players will look to enhance broadband penetration levels. The main customers of the wire and cable industry are the automotive, telecommunication and construction industries. In the past few years, these three have witnessed a rapid expansion and have led to an annual growth of the industry about 25% in India.

The wire and cable market in India is expected to eventually focus on supplying cables for specific applications tailored to certain industry needs. India, already, has a lot of potential in sectors like mining, power, metro railways, oil and gas, cement, and steel to name just a few. Different kinds of cables, like extra high voltage cables, elastomer cables, etc., are now being used for special applications such as mining, oil drilling, and shipbuilding. Special cables are also used in crane, elevator, solar power plants, new generation motor vehicles, windmill solutions, and security systems.

(Source: www.netscribes.com)

INVESTMENTS

Investment made by various private companies in power sector has opened up the wire and cable industry. Even the growth potential in the telecom sector as well as the various policy pronouncements by the government towards bringing about improved digital connectivity has added advantage to the industry.

The rollout of 3G and broadband on a pan-India basis is an important growth driver because this will boost the market. Government impetus in refineries, power and fertilizers will offer a boost to the cable industry as almost all manufacturing companies need cables. Auto sector and railways are also important sectors consuming wires and cables on a large scale.

Power sector is the biggest driver in the mainstay of cable demand, accounting for more than three-quarters of the market. For the industry, the current focus is to supply cables for specific applications, pertaining to the industry needs. Sectors like oil and gas, metro, cement industry and steel industry have a lot of growth potential. The wire and cable industry is also focusing on specialised cables like extra high-voltage cables and elastomer cables, which are now used for special applications in the industries like oil and gas, shipbuilding, construction equipment, elevator, renewable power, windmill solutions, security systems and so forth.

(Source: *Electrical & Power Review*; www.eprmagazine.com)

GOVERNMENT INITIATIVES

Key initiatives are raising incomes, credit availability and government spending. Increase in discretionary income and credit availability has boosted demand for consumer durables. The government is one of the biggest consumers of the sector and leads the corporate spend on electronics; this is not surprising given that electronics facilitates e-governance, developmental schemes and initiatives launched by the government. Strong demand and favorable investment

climate in the sector are attracting investments in R&D as well as manufacturing. Policy support aiding growth in the sector.

- Encouragement to FDI, SEZs – 100 per cent FDI is permitted in the electronics hardware manufacturing sector under the automatic route, 100 percent income tax exemption to SEZ units on export profits for five years, 50 per cent for the next five years, Government is planning to set up dedicated clusters to promote manufacturing of electronic products.
- Customs duty relaxation - IT/Electronics sector is the first in India to be allowed complete customs exemption on certain items used for manufacturing electronic goods, in Budget 2014–15; the government increased custom duty on imported electrical goods to boost local manufacturers, No customs duty on 217 tariff lines covered under the Information Technology Agreement (ITA-1) of the WTO, Peak rate for basic customs duty is 10 per cent.
- Reduced central excise - Mean rate of excise duty (CENVAT) is 8 per cent, Microprocessors, hard disc drives, CD ROM drives, DVD drives/DVD writers, flash memory sticks, and combo-drives are exempt from excise duty payment and SAD, Components and accessories of mobile handsets are exempt from excise duty and SAD.
- EPCG, EHTP schemes - EPCG allows import of electronic capital goods without paying any customs duty, EHTP provides benefits, such as duty waivers and tax incentives, to companies which replace certain imports with local manufacturing.
- Intellectual property rights - Intellectual Property Rights (IPR) are a key determinant of progress in R&D and innovation in the electronics sector, GOI has amended relevant IPR-related acts (like the Copyright Act, Trademark Act, New Designs Act) from time to time to help spruce up innovation and new technologies in the sector.

(Source: *A Brief Report on Electronics Industry In India*, Corporate Catalyst (India) Private Limited; www.cci.in)

ROAD AHEAD

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that require large capital expenditure and revive the Rs 1.85 trillion (US\$ 29.74 billion) Indian capital goods business.

The wire and cable industry is expanding with every new day, and there are several leading wire brands in India. The Indian cabling industry has reached new heights by manufacturing quality wires at nominal prices.

The wire and cable industry in India has definitely transformed for better in the past 20 years. Although, cabling industry has been enjoying a great time, only 14 per cent of cabling market is organised and 35 per cent of the industry is still occupied by the unorganised players.

(Source: *India Brand Equity Foundation*; <http://www.ibef.org/industry/manufacturing-sector-india.aspx>)

CHALLENGES IN THE INDIAN WIRE AND CABLE SECTOR

The main challenges include price rise and competition from Chinese imports. As the price of copper continues to increase, profit margins are reduced and the companies find it difficult to compete in the international market. Furthermore, importance of certifications like ISI and BSI are also required for better working operations.

This industry will continue to prosper owing to demand from ancillary industries and also due to the nationwide smart-grid implementation. The slow shift towards renewable energy is also expected to provide opportunity for this industry.

(Source: www.netscribes.com)

Imports have captured about 43 per cent of the market for electrical components in India. No doubt, it is a matter of serious concern. Wire and cable business is different than electrical component business, and imports come due to global competition in big power generation and distribution projects. “For high-voltage cables, Indian manufacturers need government support perhaps in the form of duty exemption on imported raw material as there is no local supplier.

(Source: www.eprmagazine.com)

TRENDS IN THE WIRE AND CABLE INDUSTRY- OUTLOOK 2015

Global demand for insulated cable and wire is forecast to expand 8.3% p.a. between 2014 - 2018. According to recently published research conducted by, Global Research & Data Services, the expansion of the global insulated cable and wire industry is forecast to reach 8.3% p.a. in the coming years. Between 2007 and 2013 the market increased with an average annual growth of 9.5%. Currently, electric conductors (< 80 volts) account for 39.1% of the global demand while the remaining market share is divided between electric conductors (80-1000 volts) (31.5%), co-axial cable and co-axial electric conductors (8.4%), electric conductors (>1000 volts) (7.0%), insulated winding wire of copper (6.9%), optical fibre cables (5.7%), and other insulated winding wire (1.4%). The Market Potential Rates predicts market potential of the country in the coming years. The larger the Market Potential Rate, the more potential the market has in the coming years; and conversely, the smaller the rate, the less potential the market is considered to have in the future. Based on these Market Potential Rates, the top 10 highest potential insulated cable and wire markets in the coming years are:

| Ranking | Country | Market Potential Rate |
|---------|---------------|-----------------------|
| 1 | China | 1.08 |
| 2 | United States | 0.23 |
| 3 | Azerbaijan | 0.16 |
| 4 | Turkey | 0.16 |
| 5 | Lithuania | 0.16 |
| 6 | India | 0.16 |
| 7 | South Korea | 0.16 |
| 8 | Russia | 0.15 |
| 9 | Georgia | 0.14 |
| 10 | Latvia | 0.14 |

(Source: www.eetimes.com)

DEMAND DRIVERS OF CABLE AND WIRE INDUSTRY

Cables are the necessity of every basic infrastructure. Be it housing, telecom or information technology, cables form the background of all the core industries. The industry has a derived demand and caters to the high growth sector of the economy.

The major demand for wires and cables comes from the following sectors:

- Power generation, transmission and distribution
- Engineering, Procurement and Construction (EPC) Companies

Thus any fluctuation in the performance of the power and engineering sectors has a direct impact on the demand for wires and cables.

POWER GENERATION, TRANSMISSION AND DISTRIBUTION

Power or electricity is one of the most critical components of infrastructure affecting economic growth and well-being of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy.

The Indian power sector is one of the most diversified sectors in the world. Sources for power generation range from conventional ones such as coal, lignite, natural gas, oil, hydro and nuclear power to other viable non-conventional sources such as wind, solar, and agriculture and domestic waste. The demand for electricity in the country has been growing at a rapid rate and is expected to grow further in the years to come. In order to meet the increasing requirement of electricity, massive addition to the installed generating capacity in the country is required.

MARKET SIZE

The Indian power sector is undergoing a significant change that is redefining the industry outlook. Sustained economic growth continues to drive power demand in India. The Government of India's focus to attain 'Power For All' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing on both market side as well as supply side (fuel, logistics, finances and manpower).

The Planning Commission's 12th Plan expects total domestic energy production to reach 669.6 million tonnes of oil equivalent (MTOE) by 2016–17 and 844 MTOE by 2021–22.

By 2030 – 35, energy demand in India is projected to be the highest among all countries according to the 2014 energy outlook report by British oil giant BP.

As of April 2014, total thermal installed capacity stood at 168.4 gigawatt (GW), while hydro and renewable energy installed capacity totalled 40.5 GW and 31.7 GW, respectively. At 4.8 GW, nuclear energy capacity remained broadly constant from that in the previous year.

Indian solar installations are forecasted to be approximately 1,000 megawatt (MW) in 2014, according to Mercom Capital Group, a global clean energy communications and consulting firm.

Wind energy market of India is expected to attract about Rs 20,000 crore (US\$ 3.16 billion) of investments next year, as companies across sectors plan to add 3,000 MW of capacity powered by wind energy.

INVESTMENTS

Around 293 global and domestic companies have committed to generate 266 gigawatts (GW) of solar, wind, mini-hydel and bio-mass based power in India over the next 5-10 years. The initiative would entail an investment of about US\$ 310-350 billion. The industry has attracted FDI worth US\$ 9,548.82 million during the period April 2000 to February 2015.

Some of the major investments made into the Indian power sector are as follows:

- Inox Wind Ltd, a subsidiary of Gujarat Fluorochemicals and a wind energy solutions provider, plans to double its manufacturing capacity to 1,600 MW at a total investment of Rs 200 crore (US\$ 31.64 million) by the end of next financial year.
- Suzlon Energy Ltd announced that it has completed installing and commissioning 350 MW of wind energy in Brazil. This combined capacity includes projects located in the high wind states of Rio Grande do Norte and Ceara in Brazil.
- ACME Group plans to invest Rs 600 crore (US\$ 94.93 million) to develop 74 MW of solar photovoltaic (PV) power projects in Punjab.
- The Dilip Shanghvi family, founders of Sun Pharma, plans to acquire a 23 per cent stake in Suzlon Energy with a preferential issue of fresh equity for Rs 1,800 crore (US\$ 284.8 million).

- Reliance Power Ltd has signed an accord with the Government of Rajasthan to develop 6,000 MW of solar power projects in the state over the next 10 years.
- Global private equity (PE) fund Actis will invest US\$ 230 million to create an Indian renewable energy platform, Ostro Energy, the fund said in a press release. Ostro Energy's first project Tejuva—a 50.4 MW wind project—is already under construction in Jaisalmer, Rajasthan.

GOVERNMENT INITIATIVES

The Government of India has identified the power sector as a key sector of focus to promote sustained industrial growth.

The RE-INVEST 2015 which concluded on February 17, 2015, is a significant step in making India self-reliant in energy. The three day RE-INVEST 2015 received 2,800 delegates participating from 42 countries and saw green energy commitments worth 266,000 MW.

Some of the initiatives taken by the Government of India to boost the power sector of India are as follows:

- A Joint Indo-US PACE Setter Fund has been established with a contribution of US\$ 4 million from each side to enhance clean energy cooperation.
- The Government of India has announced a massive renewable power production target of 175,000 MW by 2022, comprising 100,000 MW from solar power, 60,000 MW from wind energy, 10,000 MW from biomass and 5,000 MW from small hydro power projects.
- The Union Cabinet of India has approved 15,000 MW of grid-connected solar power projects of National Thermal Power Corp Ltd (NTPC).
- The Indian Railways has signed a bilateral power procurement agreement with the Damodar Valley Corporation (DVC). The agreement was signed between North Central Railway and DVC. This is the first time the railways will directly buy power from a supplier.
- US federal agencies have committed a total of US\$ 4 billion for projects and equipment sourcing, one of the biggest deals for the growing renewable energy sector in India.
- A memorandum of collaboration (MoC) was signed in New Delhi on January 20, 2015 between the Indian Institutes of Technology (IITs) and Oil & Natural Gas Corporation (ONGC) to work towards a collective research and development (R&D) programme for developing indigenous technologies to enhance exploration and exploitation of hydrocarbons and alternate sources of energy.

ROAD AHEAD

The Indian power sector has an investment potential of Rs 15 trillion (US\$ 237.35 billion) in the next 4-5 years, providing immense opportunities in power generation, distribution, transmission and equipment. The immediate goal of the government is to produce two trillion units (kilowatt hours) of energy by 2019. This will mean doubling the current production capacity in order to achieve provide 24x7 electricity for residential, industrial, commercial and agriculture use.

The government has rewritten the National Solar Mission with target of 100,000 MW capacity by 2022. The government has also sought to restart stalled hydro power projects and increased the wind energy target from 20 GW to 60 GW by 2022.

(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/power-sector-india.aspx>)

TRENDS IN THE POWER INDUSTRY

India's gross domestic product (GDP) grew in real terms by only 4.9% in the fiscal year 2013-14. For the current year analysts expect a plus of about 5%.

For many years the development of the urban areas was of primary importance. From now on, the rural areas should also be taken into greater account. For this holistic approach the artificial word "rurban" – derived from "rural" and "urban" – arose. Along certain industrial corridors infrastructure and industries should be extended so that 100 new cities can emerge. In the medium term the weakly developed eastern parts of the country should be led closer to the performance of India's

economically stronger West and the railway system being an important link in the transportation infrastructure should be extended. The Indian government wants to connect the biggest metropolises of the country to one another with high-speed trains. The first such line between Ahmedabad and Mumbai should go into operation by the end of 2017.

In order to cover the rapidly growing power needs and to reduce the high dependence on raw materials imports, India will make greater use of renewable energy sources. Till now the transmission system has been considered as major bottleneck (Fig. 2). The study “More power to India: the challenge of electricity distribution” recently published by the World bank emphasizes that the electricity supply is unreliable and more than 300 million inhabitants have no access to electrical current at all. However, the economic growth and the increase in the competitiveness depend on the quality of the power supply. In June 2014 the Indian government has approved nine projects to build nine inter-State transmission lines of a total value of about USD 2.75 billion. In this way the transmission capacity between individual federal states should be increased from currently about 28,000 MW currently to more than 66,000 MW by the year 2017.

Trends in electricity generation vs. transmission capacities in India

| Five-year plan | 7th 1985 – 1990 | 8th 1992 – 1997 | 9th 1997 – 2002 | 10th 2002 – 2007 | 11th 2007 – 2012 | 12th 2012 – 2017 |
|---|-----------------------|-----------------------|-----------------------|------------------------|------------------------|---------------------------|
| Installed power generation capacity (in GW) | 69 | 86 | 105 | 132 | 200 | (add. 75-100, estimated)* |
| Transmission line network (in 1,000 km) | 80 | 116 | 146 | 190 | 243 | (no details)* |
| Source : Federation of Indian Chambers of Commerce & Industry (FICCI) and Booz & Company (India) Pvt. Ltd. [8] Power Transmission. The Real Bottleneck. An overview of the Indian power transmission sector, its challenges, and recommendations. September | | | | | | |

(Source: Wire and Cable India; www.wirecable.in)

ENGINEERING PROCUREMENT AND CONSTRUCTION (EPC) COMPANIES

The Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors of the economy, is of strategic importance to India's economy. Growth in the sector is driven by various sub-sectors such as infrastructure, power, steel, automotives, oil and gas, consumer durables etc.

India on its quest to become a global superpower has made significant strides towards the development of its engineering sector. The Indian government has appointed the Engineering Export Promotion Council (EEPC) to be the apex body in charge of promotion of engineering goods, products and services from India. India exports transport equipment, capital goods, other machinery/equipment and light engineering products such as castings, forgings and fasteners to various countries of the world.

Coupled with favourable regulatory policies and growth in the manufacturing sector, many foreign players have started to invest in the country. India recently became a permanent member of the Washington Accord (WA) on June 13, 2014. The country now joins an exclusive group of 17 countries who are permanent signatories of the WA, an elite international agreement on engineering studies and mobility of engineers.

MARKET SIZE

Driven by strong demand for engineering goods, exports from India registered a double digit growth at 10.22 per cent to touch US\$ 26.4 billion in June 2014 from US\$ 24.02 billion in the corresponding month last year. This growth can be credited to the robust expansion in shipments of aircraft,

spacecraft parts and automobiles. The second best performing sector was non-ferrous metals and metal products.

Engineering exports from India were expected to cross US\$ 70 billion in FY 15 registering a growth of 15 per cent over the previous fiscal, as demand in key markets such as the US and the UAE is on the rise. Apart from these traditional markets, markets in Eastern and Central European countries such as Poland also hold huge promise.

India exports its engineering goods mostly to the US and Europe, which accounts for over 60 per cent of the total exports. Recently, India's engineering exports to Japan and South Korea have also increased with shipments to these two countries rising by 16 and 60 per cent respectively.

INVESTMENTS

The engineering sector in India attracts immense interest from foreign players as it enjoys a comparative advantage in terms of manufacturing costs, technology and innovation.

The foreign direct investment (FDI) inflows into India's miscellaneous mechanical and engineering industries during April 2000 to January 2015 stood at around US\$ 3,948.17 million, as per data released by the Department of Industries Policy and Promotion (DIPP).

There have been many major investments and developments in the Indian engineering and design sector, which are as follows:

- Hyderabad-based infra player IL&FS Engineering Services has informed the bourses that it has bagged a port project worth Rs 179.84 crore (US\$ 28.74 million) in Maharashtra. "The company has received a letter of award (LOA) from IL&FS Maritime Infrastructure Company Limited (IMICL) on behalf of Dighi Port Limited for engineering, procurement, and construction (EPC) contract for the development of multipurpose berth, backup yard development and utilities of multipurpose terminal berth 5 on the north of Dighi Port, Agardanda in Maharashtra," the company said. According to the company, the project completion period is 545 days from the date of notice to proceed (NTP) and the scope of work includes design and construction of multipurpose berth, reclamation of 50 acres of backup area, among others.
- Vistara, the Tata Sons-Singapore Airlines JV, has signed an agreement with Airbus for engineering support services which include components supply and airframe maintenance. Leading online retailer Snapdeal is increasing focus on mobile commerce, where it will be doubling its engineering staff count to 700 soon as it sees over 90 per cent of business coming in through this platform over the next three years. Accordingly, the company has shifted half of its 350 engineers from PC to mobile commerce following the massive jump in traffic on this platform till last year.
- Honeywell Turbo Technologies has partnered with Tata to develop their first ever petrol turbocharged engine. The new Tata Revotron 1.2T engine launched in the 2014 Tata Zest delivers improved power and torque and a multi-drive mode, according to a Honeywell statement. Honeywell's engineering teams in Pune and Bangalore leveraged local capabilities and global expertise in petrol turbo technologies to address the specific needs of a local customer.
- The engineering and R&D division of HCL Technologies will likely cross the US\$ 1 billion mark in the next financial year as the company sees larger deals in a market that's widely expected to be the next big source of growth for the Indian IT sector. HCL Tech's engineering services unit contributed about 17 per cent to the company's revenue in the September quarter, coming in at US\$ 245 million.
- Rolta has been awarded an additional scope of work by Sadara Chemical Company, Saudi Arabia to implement a comprehensive engineering information system within Sadara's Jubail integrated chemical complex.
- Engineers India Ltd (EIL) has inked a US\$ 139 million consultancy deal for a 20 million tonnes (MT) refinery and polypropylene plant being built in Nigeria by Dangote Group.

GOVERNMENT INITIATIVES

Describing Germany and India as a “perfect match” for engaging in mutually beneficial collaboration in a host of areas, Mr Mark Hauptmann, political scientist and member of the German Parliament, has stressed on the time being ideal from a political and economic standpoint to further energise the bilateral relationship.

Mr. Hauptmann, who has led a German delegation to India to explore potential areas for more intense collaboration, said while from a political perspective India and Germany were headed by leaders who emerged from elections with sweeping mandates, there was also “a lot in favour of getting started from an economic viewpoint as Germany viewed India as not a developing country but a world power.”

Reflecting rapid expansion in military ties, Israel has announced its willingness to share cutting-edge defence technologies with India and both countries will go for co-development of a number of key weapon systems soon. Israeli Defence Minister Mr Moshe Ya'alon said both countries have overcome hurdles in co-development of Barak 8 missile defence system and work on another key project of aerial defence systems was on track.

Mr Narendra Modi government's 'Make in India' campaign has got the attention of several infrastructure and engineering multi nationals including GE and ThyssenKrupp, which are considering investing in the country.

The Indian engineering sector is of strategic importance to the economy owing to its intense integration with other industry segments. The sector has been de-licensed and enjoys 100 per cent FDI. With the aim to boost the manufacturing sector, the government has relaxed the excise duties on factory gate tax, capital goods, consumer durables and vehicles. It has also reduced the basic customs duty from 10 per cent to 5 per cent on forged steel rings used in the manufacture of bearings of wind operated electricity generators.

The Government of India in its Union Budget 2014-15, has provided investment allowance at the rate of 15 per cent to a manufacturing company that invests more than US\$ 4.17 million in any year in new plant and machinery. The government has also taken steps to improve the quality of technical education in the engineering sector by allocating a sum of Rs 500 crore (US\$ 79.92 million) for setting up five more IITs in the states of Jammu, Chhattisgarh, Goa, Andhra Pradesh and Kerala.

Steps have also been taken to encourage companies to perform and grow better. For instance, EIL was recently conferred the Navaratna status after it fulfilled the criteria set by the Department of Public Enterprises, Ministry of Heavy Industries and Public Enterprises, Government of India. The conferred status would give the state-owned firm more financial and operational autonomy.

ROAD AHEAD

The engineering sector is a growing market. Current spending on engineering services is projected to increase to US\$ 1.1 trillion by 2020. With development in associated sectors such as automotive, industrial goods and infrastructure, coupled with a well-developed technical human resources pool, engineering exports are expected to touch US\$ 120 billion by 2015.

Also, the Union Budget 2014-15 has allocated funds for several infrastructure projects which are further expected to provide a boost to the engineering sector. The industry can also look forward to deriving revenues from newer services and from newer geographies with Big Data, Cloud, M2M and Internet of Things becoming a reality.

(Source: India Brand Equity Foundation; <http://www.ibef.org/industry/engineering-india.aspx>)



OUR BUSINESS

Incorporated in 1996, our Company M/s. Ruby Cables Limited (*formerly known as M/s. Ekank Cables Limited*), is an ISO 9001:2008 certified Company engaged in manufacturing and dealing of qualitative conductors, cables and wires. The registered office of our Company is situated at 15- G.I.D.C., Manjusar, Ta: Savli, Vadodara, Gujarat. Over the years, our Company has carved a niche for itself in the Cables and Wires industry, exhibited by the increase in revenue of operations from Rs. 2,741.99 lakhs in 2011 to Rs. 8,587.09 lakhs in 2015.

Our Company was earlier promoted by Virendra Parekh and Neelam Parekh under the name of M/s. Ekank Cables Limited. Our current promoter, Chirag Gada alongwith other investors had acquired the Company and its operations in the year 2010 by way of acquisition of shares from the original promoters and shareholders *vide* Deed of purchase of a business as a going concern dated August 04, 2010. The name of the Company was changed to M/s. Ruby Cables Limited in the year 2011. Thereon, our promoter Chirag Gada has continued to look after the operations and management of the Company thereby enabling it to reach new heights.

Spread over 5,600 square meters, our manufacturing facility located at Vadodara, Gujarat is well equipped with latest machinery and equipments with modern in-house laboratory to test the products as per relevant applicable quality standards. At present we have an installed production capacity of 50,000 KMs p.a. of Conductors and 3,200 KMs p.a. of Cables. Our plant consists namely of Extruder Machines, Laying- up Machines, Armouring Machines, Stranding machines and Auxiliary Machines. In addition to own manufacturing, our Company also undertakes outsourcing activities wherein we sell products manufactured by other parties.

Our products are sold under the brand name "Ru cab". We believe in manufacturing and delivering quality and qualitative production has always been emphasized at Ruby Cables Limited. Our products satisfy the relevant IS specifications and the BIS Norms. Our sales model is divided into 2 parts, i) making sales by subscribing and fulfilling of tenders invited by Electricity Companies operated by Gujarat state government and ii) by selling to private institutions.

It is our goal to always maintain high standards in terms of quality and service. With a vision to create quality conscious customers and give them value for their money accompanied by technological drive, continued government support, involvement of our Promoter, dedication of our employees, we aim to continue to grow in a magnificent manner. We also desire to expand our business operations on PAN India basis.

OUR PRODUCTS

The major products manufactured by us are as under:

1. XLPE Armoured Aluminium/ Copper Power Cables



Multi core Armoured Cable with Aluminium/ Copper Conductors

Copper/Aluminium power cable may be used for fixed installation indoors and outdoors in cable ducts or directly in the ground. These cables also have better resistance to most chemicals, oils, acids, etc.

The steel wire armoured cable is the accepted standard for underground installations, designed for use in mains supply electricity. These cables are provided with mechanical protection and are therefore suitable for external use, direct burial and areas where sudden mechanical stress is expected.

Features

- Lighter in weight
- Corrosion resistance
- Smaller bending radius
- Dielectric losses are very small
- Jointing and Termination is easy
- Good Mechanical strength due to Armour
- Higher short circuit rating and better abrasion
- High current carrying temperature withstanding capacity

2. PVC/ XLPE Unarmoured Aluminium/ Copper Power Cables



Multi core Unarmoured Cable with Aluminium Conductor

We manufacture a wide range of unarmoured cables in Copper/Aluminium Conductors with PVC/XLPE Insulated cores. The sheathing is provided with a specially formulated PVC compound to facilitate not only ease in stripping but also to withstand mechanical abrasion while in use. These PVC compounds used for insulation and sheathing are tough and resilient and also have high oxygen and temperature index. These properties help restrict the spread of fire even at very high temperatures.

These cables have high tensile strength and accurate resistance to high temperatures. These cables work in both dry and moist conditions. They are highly flexible for application in different electrical environment.



Multi core Unarmoured Cable with Copper Conductor

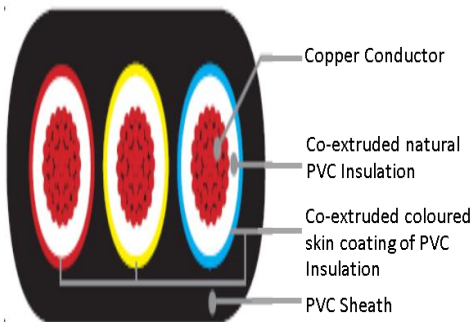
Features

- Light in weight
- Better flexibility
- Moisture resistant
- Higher thermal stability
- Superior ageing characteristics
- Break down voltages are far higher
- Electrolytic and chemical corrosion resistant

3. Flat Cables



PVC Flat Cable



The PVC insulated and sheathed 3 core flat cables are used for giving electrical connection to the submersible pump motors. These are manufactured keeping in mind the severe, tough and difficult conditions in which they have to operate. The slot available in the tube well being narrow, the shape of the cables has to be suited for such an application. These cables conform to and are marked IS 694: 2010 up to 95 sq. mm.

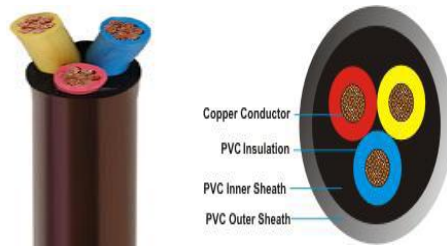
Tested for toughness and performance, the insulation & jacket will stand up to even the aggressive wet conditions. Our finely stranded copper conductor has better flexibility and strength for easier handling and installation.

These cables are used for irrigation, drinking water supply mine dewatering, industries, swimming pools, fountains, offshore drilling rigs, sewage treatment plants, sea water filtration plants and aquariums.

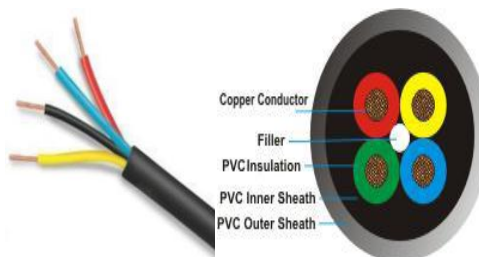
Features

- Higher Thermal Stability
- Use of bright electrolytic grade copper conductor

4. PVC 3 & 4 Core Round Cables



Double Sheathed Round 3 core cables



Double sheathed round 4 core cables

Double Sheathed Round Cables are better suited for heavy duty application like sewage, slurry and dewatering pumps. These conditions require the seething to be able to withstand abrasion, prevent ingress of water along the interstices of the cable and be resistant to acidic fluids and chemicals.

The major applications for these cables include panel wiring and for continuous use in deep well to supply power to submersible pumps down to depths of 500 mtrs.

Features

- Longer flex life
- Excellent electrical properties
- Excellent resistance to moisture, abrasion, grease and oil
- Excellent resistance to oils, acids, chemicals and ozone

4. AAAC Conductor



AAAC Stranded Conductor



AAAC Multi Stranded Conductor

Concentric lay stranded Aluminium Alloy Conductors are made out of Aluminium-Magnesium-Silicon Alloy which provides superior mechanical properties after conduction.

They have lower weight in comparison to ACSR conductor. For the same ampacity, diameter of AAAC conductors will also be less. These alloys ensure high electrical conductivity, current carrying capacity and lower electrical losses which gives them wide acceptance in the distribution, medium & high voltage transmission lines.

Features

- Better sag characteristics
- High strength to weight ratio
- Improved electrical properties
- Excellent resistance to corrosion

5. ACSR Conductor



ACSR Stranded Conductor



ACSR Multi Stranded Conductor

ACSR conductor contains a combination of Aluminium reinforced with Steel. The superior strength of these conductors is ideal for overhead ground wires, river crossings, installations involving extra long span and many other applications.

These are concentrically stranded conductors with one or more layers of hard drawn aluminium wire on galvanized steel wire core. The core can be single wire or stranded depending on the size. Additional corrosion protection through the application of grease to the core or infusion of the completed conductor with grease.

ACSR conductors are recognized for their record of economy, dependability and favourable strength/weight ratio. They combine the light weight and good conductivity of aluminium with the high tensile strength and ruggedness of steel. In line of design, this can provide higher tensions, less sag and longer span lengths than obtainable with most other types of overhead conductors.

Features

- Light weight
- Economic design
- High Tensile strength
- Better sag properties

6. AAC Conductor

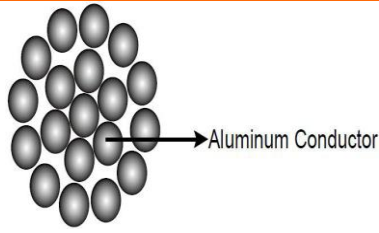


AAC Conductor

AAC conductor is manufactured from electrolytically refined aluminium with a 99.7% minimum purity. These conductors are made with one or more strands depending upon the usage requirements.

Concentric lay stranded Aluminium Conductor (AAC) is made up of one or more strands of hard drawn aluminium alloy. This conductor is used in low, medium and high voltage overhead lines. AAC has seen extensive use in urban areas where high conductivity is required but spans are usually short. It is also ideal for coastal areas due to its high degree rust resistance features.

The excellent corrosion resistance of aluminium has made AAC a conductor of choice in coastal areas. Due to its relatively poor strength to weight ratio, AAC has limited use in transmission lines and rural distribution



because of long spans of utilisation.

Features

- High Current Carrying Capacity
- Excellent resistance to corrosion

7. PVC Insulated Multi stranded copper conductor (House wires)



House Wires



Our company offers an array of products that are safe and flame retardant. Our products, like building cables and house wires are absolutely immune to fires, short circuits or electric shocks. These cables and wires are extensively used for lighting purpose both in: commercial and residential buildings.

Features

- Reliability
- Ductility
- Good insulation property
- Abrasion resistance properties
- High tensile strength
- High efficiency
- Ability to withstand high temperatures

8. Copper braided control cable



Copper braided control cable

This cable is designed to be used as an interconnecting cable for measuring, controlling or regulation in control equipment for assembly and production lines, conveyors and for computer units.

The shielding on CY cable helps to reduce electromagnetic interference; therefore CY cable is commonly used in situations where reduced interference signal and data transmission is required.

If protected correctly, electricians have found that CY can be useful in outdoor projects- however it is recommended and most commonly used for indoor projects in dry or moist conditions.

Features

- Flexible
- Small outer diameter
- Small bending radius
- Good EMV characteristics

9. Aerial Bunched Cables



Aerial Bunched Cables

Aerial Bunched Cable (ABC) is a very novel concept for Overhead Power distribution. This system is ideal for rural distribution and especially attractive for installation in difficult terrains such as hilly areas, forest areas, coastal areas etc.

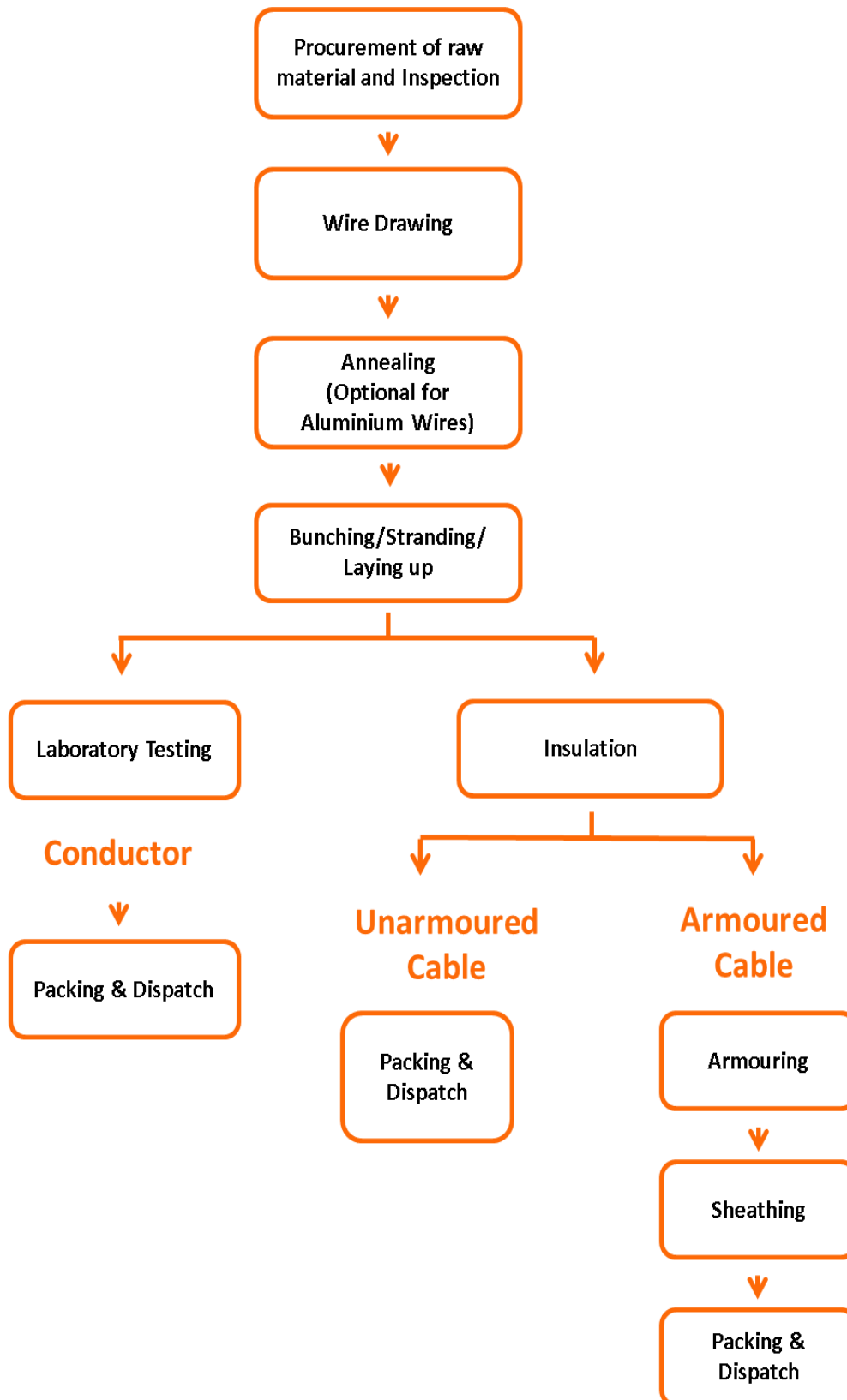
Aerial Bunched Cables are used in theft prone areas or as replacement of bare conductors where the space is limited and high degree of stability of supply voltage reliability is of importance.

Aerial Bunched Cables are also considered to be the best choice for power distribution in congested urban areas with narrow lanes and by – lanes.

Features

- Less fault rate
- Simple installation
- High Insulation resistance
- Less cluttered appearance
- Negligible currents and low losses
- Electricity theft is harder & more obvious to detect

OUR MANUFACTURING PROCESS

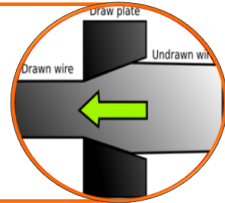


Our manufacturing process can broadly be categorised into the following steps:

Wire Drawing

Wire Drawing

Wire drawing is a metalworking process used to reduce the cross-section of a wire by pulling the rod through a single, or series of, drawing die(s). There are many applications for wire drawing, including electrical wiring, cables etc.



This process starts with procurement of raw materials for production. The major raw materials used for manufacture of conductors and cables comprise of aluminium, copper or Alloy Rods. We procure raw materials locally thus making its availability considerably easy.

The raw material procured is first inspected and tested and is then fed into the wire drawing machine. The rods, once inserted into the wire drawing machine are passed through various sections of fixed dimensions. This is to gradually decrease the thickness of the rods thus turning them into wires. This thickness is decided as per customer requirement.

The wires are then tested in the in-house laboratory for wire tensile strength. Testing process enables us to check that the wires are of good quality

Annealing

Annealing

Heat treatment alters the microstructure of a material causing changes in properties such as strength, hardness and ductility.

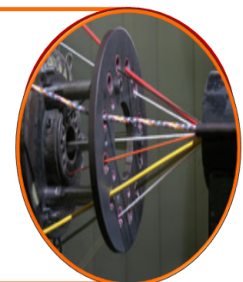


This is optional for aluminum wires but is essential for alloy wires. Aluminum alloy wires are heat treated in heating furnace for required strength. Heated wires are cooled by water and further drawn to required size for conductors.

Stranding

Bunching/ Stranding/ Laying up

Small wires before concentric stranding adds the most flexibility. Electrical cables may be made more flexible by stranding the wires. In this process, smaller individual wires are twisted or braided together to produce larger wires that are more flexible than solid wires of similar size. This stranded group of wires is called a Conductor.

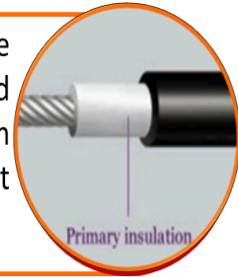


The drawn wires are fed into the stranding machines. Here, a number of wires are stranded together on the stranding machines. These stranded wires are called conductors which are of specified cross-section area as per customer requirement. The process of manufacturing conductor is finished at this stage. If a conductor is to be turned into cable, manufacturing process is continued and the below mentioned activities are carried out.

Insulation

Insulation

Insulation is a process of placing an insulating cover over the conductor to prevent current leakages. The quality and thickness of an insulation material depends on its insulation capacity, heat resistance. Voltage test is used to ensure that there are no faults in insulation.

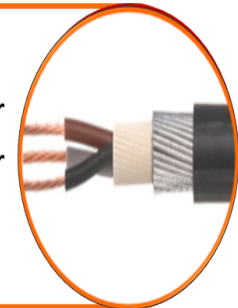


Insulating process is carried out on a modern high speed extrusion line having installed spark testers and electronically controlled diameter/eccentricity indicators which ensure full proof high voltage test and consistency through out the length of product. The specially developed PVC Compound/ XLPE Compound used for insulation is resistant to moisture, oils, alkaline, grease and flames and has high insulation resistance values. If XLPE insulation required then it is cured in hot water tank under required temperature and time.

Armouring

Armouring

Galvanized steel wires and flat steel strips are used for protection of internal cores. This process is required for underground application of electrical power and control cables.

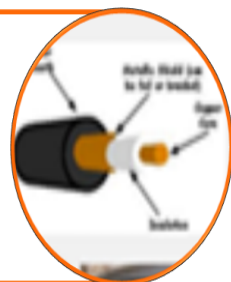


This process is only for armoured cable where the insulated cables are coated with steel whereas the insulated cores are laid up together on laying up machine, inner sheathed and armoured with steel wire/ strips on the armouring machine.

Sheathing

Sheathing

Outer sheath is the outer polymer covering that protects the conductors and their insulation from external elements which may change their electrical properties and also from mechanical aggressions.



Outer Sheathing is provided with soft flexible sheathing compound of specified thickness and specification to facilitate not only care in stripping but also to ensure toughness to withstand mechanical abrasions in use. Conductors are drawn from electrolytic grade Copper/ Aluminum to ensure compliance with international standards.

Testing and Post production process

Testing & Post Production Process

In order to guarantee high quality required by customers, the cables undergo extensive quality control checks in laboratories, therefore ensuring that all cables are free from defects and ready to be sold.



In case of conductors, the manufactured conductors are tested in our in-house laboratory as per relevant specifications and are then packed for dispatch. Whereas, in case of cables, the finished lot of cable samples are taken as per STI and tested for required physical, mechanical and electrical properties as per relevant specifications. If the cables meet the customer requirements and specifications, they are sent to the dispatch area for supply. The customer also sent their officials for checking the products before taking the delivery of the same.

OUR COMPETITIVE STRENGTHS



1. Government Contractor

We are qualified to tender for Government Projects due to our experience in the industry and our ability to meet the eligibility criteria. Our revenue from manufacturing operations is generally derived from subscribing and fulfilling of tenders invited by Electricity Companies operated by Gujarat state government. We believe our experience and providing services to such Companies attests to our credibility and allows us to be in a better position for future projects, thereby improving our competitive position.

2. Quality assurance

Delivering quality products is one of our prime beliefs. We consciously dedicate resources for quality assurance to ensure that quality norms are continually met. We have an in-house laboratory for testing of product at each step of the manufacturing process to ensure that our qualitative standards are met throughout the process. Further, all our products are BIS certified and matches upto customer requirements.

3. Brand Value

Our brand, "Ru cab" is well known in the Gujarat region and is being well received in the market. Our products are known for their quality and competitive prices. We believe that we have progressed largely due to our ability to address and exceed customer satisfaction.

4. State of the art infrastructure

Our Company has state of the art infrastructure with modern machineries and latest technologies. We also have an in-house laboratory for testing our products. This state of the art infrastructure enables us to manufacture qualitative products. We make continuous efforts to upgrade our technology in our manufacturing process so as to achieve a better product quality and technical reliability.

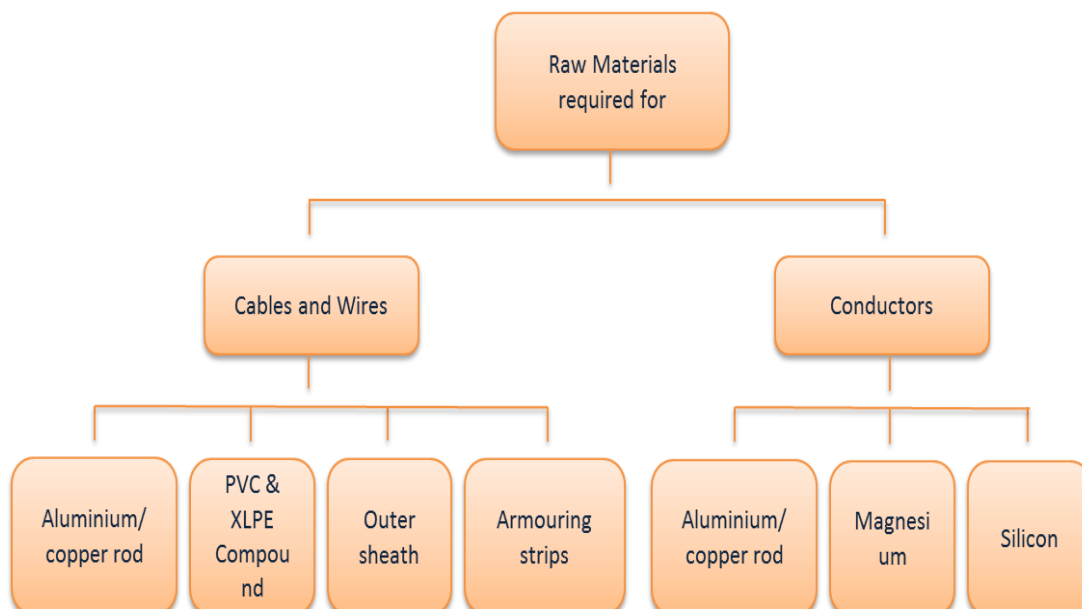
5. Wide range of products

Our diverse range of cables and conductor is capable to withstand extreme conditions and is made available in assorted sizes and specifications for catering to the special needs of our clients. We believe that maintaining a diverse portfolio in our business provides us with an opportunity to cater to diverse needs of different customer segment.

COLLABORATIONS

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

OUR RAW MATERIALS





UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our registered office at Vadodara, Gujarat, is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly. Our manufacturing facility located at Vadodara, Gujarat is equipped with requisite utilities and modern infrastructure facilities including the following:-

Power

Our Company meets its Power requirements by purchasing electricity from Madhya Gujarat Vij Company Limited which is of a contract demand of around 450 KVAH.

Water

We meet our water requirements for our manufacturing process and our registered office by purchasing the same from G.I.D.C. Our monthly consumption is generally in the range of 200 K. Litre.

EXPORT AND EXPORT OBLIGATIONS

Our Company doesn't have any export obligation as we are not currently exporting any of our products.

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 its kind of business.

As on February 29, 2016 our Company has 43 employees. We also employ contract labourers for our manufacturing process. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

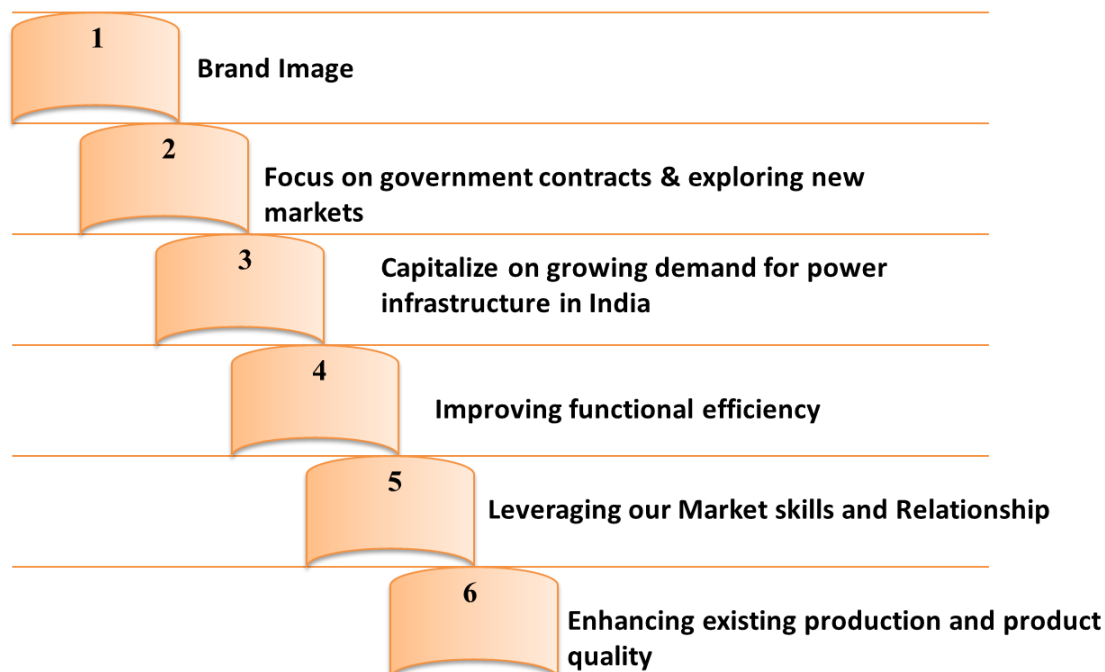
Department wise break up:

| Department | No. of employees |
|---|------------------|
| Sales & Marketing | 2 |
| Production, Operations & Factory Management | 32 |
| Design/ QC | 6 |
| Accounts & Finance | 1 |
| Administration | 1 |
| Legal & Secretarial | 1 |

BUSINESS STRATEGY

Our vision is to grow in existing and new markets by providing cost effective and quality solutions for cables and conductor requirements by various business sectors. We intend to capitalize on the growing demand for power infrastructure in India and cater to markets on PAN India basis. In line with this vision, our Company is implementing a business strategy with the following key

components. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business. We intend to focus on our existing range of products with specific emphasis on the following factors as business and growth strategy:



1. Brand image

We would continue to associate ourselves with good quality customers and execute projects to their utmost satisfaction. We are highly conscious about our brand image and intend to continue our brand building exercise by providing excellent services to the satisfaction of the customers.

2. Focus on Government contracts and exploring new markets

We are already generating part of our revenue from operations by subscribing and fulfilling government tenders. We intend to continue to obtain more tenders and expand our operations. We also intend to explore new markets by increasing our customer base and foray into retail trading.

3. Capitalise on growing demand for power infrastructure in India

According to a study by Indian Brand Equity Foundation (*Source: India Brand Equity Foundation; <http://www.ibef.org/industry/power-sector-india.aspx>*), the Indian power sector has an investment potential of Rs 15 trillion (US\$ 237.35 billion) in the next 4-5 years, providing immense opportunities in power generation, distribution, transmission and equipment. The immediate goal of the government is to produce two trillion units (kilowatt hours) of energy by 2019. This will mean doubling the current production capacity in order to achieve provide 24x7 electricity for residential, industrial, commercial and agriculture use. We intend to capitalise on such growing demand. We are an approved vendor with several public sector entities as well as have developed relationships with various entities with whom we receive repeat orders. We believe that we are well positioned to cater to the industry with our diverse products as well as expand our presence in the industry.



4. Improving functional efficiency

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development.

5. Leveraging our Market skills and Relationship

Leveraging our Market skills and Relationships is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction.

6. Enhancing existing production and product quality

We believe quality service and products of global standards will be of utmost importance for customer retention and repeat-order flow. We intend to have close interaction with our customers in a bid to strengthen our relationships with them. We train our employees to consistently design and deliver client focused solutions.

CAPACITY AND CAPACITY UTILISATION

It is difficult to calculate the exact capacity utilisation as same machineries are used to manufacture various types of products. However the Productwise capacity is as follows:

| Product Name | Unit | Installed | Actual 2012-13 | Actual 2013-14 | Actual 2014-15 | Projected 2015-16 | Projected 2016-17 | Projected 2017-18 |
|----------------------|-----------|-----------|----------------|----------------|----------------|-------------------|-------------------|-------------------|
| Cables | KiloMeter | 3,200.00 | 441.34 | 3,026.92 | 1,400.71 | 2,085.00 | 2,200.00 | 2,750.00 |
| AAA Rabbit Conductor | KiloMeter | 50,000.00 | 5,551.99 | 20,996.00 | 41,560.00 | 46,000.00 | 48,500.00 | 48,900.00 |

During the past financial years, there were some stock of semi-finished conductors and cables also.

Projected Capacity

The Company may achieve higher production by utilizing its installed capacity fully. As the same machineries are used for different products the projected capacity is given based on the projected demand of the products.

COMPETITION

Cable and Wire being a vast and global industry, 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

Major players include Cords Cable Industries Limited, Ultracab (India) Limited, Precision Wires India Limited, Tentiwal Metal Products Limited etc.

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

END USERS

The market for Cables can be broadly classified into two categories, on the basis of their end-use:

- a) Industrial Users
- b) Domestic Users

a) Industrial Users

The demand for conductors, cables and wires is mostly from sectors like power, transmission & distribution, communication, cement, steel and petro-chemical which constitutes what is termed as industrial users of the product. Both organized and unorganized segments address such demands but the organized sector takes the lead. The two most important types of industrial customers for cable industry are:

- Government/Public sector undertakings
- Private customers

b) Domestic Users

The domestic users mostly comprise household usage in house wire and home appliances fitting cables. We manufacture cables and wires used for residential purposes which are sold as per the orders received by parties either directly or through a third party.


MARKETING

We have been focusing on supplying our products to government entities, which are undertaken through a bidding process and also to some private institutions. We believe our relationship with the clients is strong and established as we receive repeat order flows. Our marketing team is ready to take up challenges so as to scale new heights. We intend to expand our existing customer base by reaching out to other geographical areas.

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. These policies insure our assets against standard fire and special perils earthquake (Fire and Shock). We also maintain Workmen's Compensation Policy and Marine Cargo Policy.

INTELLECTUAL PROPERTY

Our logo  is registered with the Registrar of Trademarks. This trademark is valid for a period of 10 years i.e. from October 21, 2011 upto October 21, 2021. However our Company is not in possession of the Trademark Registration Certificate. For further details, please refer to the section titled "Risk Factors" beginning on page 17 of this Prospectus.

PLANT & MACHINERY

Our manufacturing facility is located at G.I.D.C., Manjusar, Savli. The area of the factory is approximately 5,600 sq. mtr. area. The following is the list of Machineries owned by the Company at the factory:

| Sr. No. | Description/ Name of Machinery | Unit (In.Nos) |
|-----------|---|---------------|
| 1. | Extruder Machine | |
| | PVC Wire & Cable Plant with 120mm Extruder | 01 |
| | PVC Wire & Cable Plant with 75mm Extruder | 01 |
| 2. | Laying- Up machine | |
| | 1 + 3 Laying– up Machine with all Accessories | 01 |
| | 1 + 4 Laying – up Machine– Drum Twister with all Accessories | 01 |
| | Core Rewinder with Spark Tester | 02 |
| 3. | Armouring Machine | |
| | Armoring & Conductor Shape Machine With all Accessories | 01 |
| | 48 Bobbin Armoring & Conductor Shape Machine with all Accessories | 01 |
| | Auto Strip Rewinder | 01 |
| | G.I. Wire Rewinder | 02 |
| 4. | Stranding Machine | |
| | 7 Bobbin Stranding Machine with Sector shape | 03 |
| | 61 Bobbin Stranding Machine with Sector shape | 01 |
| 5. | Auxiliary | |
| | High Speed Mixer | 02 |
| | Sequential Printing Machine | 03 |
| | Curing Tank | 01 |
| | Cold Pressure Welding | 04 |
| | Butt Welding | 03 |
| | Cable Rewinder | 01 |
| 6. | Wire Drawing Machine | |
| | Rod Breakdown Machine (Alu.) 13 Dies | 01 |
| | Rod Breakdown Machine (Alu.) 11 Dies | 01 |
| | Rod Breakdown Machine 11 Dies | 01 |
| | Medium Wire Drawing machine 10 Dies | 01 |
| | Oil Filter | 02 |
| | Pointing & Threading Machine | 04 |
| | Tungsten Die | 600 |
| | Annealing / Ageing Furnace | 03 |
| 7. | Others | |
| | Material Handling Hoist | 04 |
| | E.O.T. crane | 01 |
| | Compressor | 01 |
| | Weighing Scale (Electrical) | 03 |
| | Weighing Scale (Mechanical) | 01 |
| | Steel Drums | 50 |
| | Steel Bobbin | 300 |
| | Catalyst Oven | 01 |
| | Cooling Tower | 01 |

LAND AND PROPERTY

Land and Properties taken on Lease by the Company:

| Sr. No. | Location of the Property | Document Date | Licensor/ Lessor | License fee / Rent (In Rs.) | Period |
|---------|--|--|--|-----------------------------|---|
| 1. | Leasehold Property- Plot No. 15 at Savli Industrial Estate, Taluka Savli, Dist. Vadodara, Gujarat, India | Original deed dtd. June 17, 1997. Lease Deed between G.I.D.C and M/s. Ekank Cables Limited dtd. 24/02/2006, further transferred in the name of M/s. Ruby Cables Limited <i>vide</i> Deed of Assignment dtd. 03/01/2012 | Gujarat Industrial Development Corporation (G.I.D.C) | Rs. 7.00 per year | June 17, 1997 To June 17, 2096 with an option to renew for a further period of 99 years |

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific Indian laws and regulations in India, which are applicable to the Company. The information detailed in this section has been obtained from publications available in the public domain. The laws and regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice.

Except as otherwise specified in this Prospectus, the Companies Act, 1956 / the Companies Act, 2013, as may be applicable, taxation statutes such as the Income Tax Act, 1961 and other miscellaneous laws apply to the Company as they do generally to any other Indian company, and accordingly, have not been covered under this chapter. 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.

APPROVALS

For the purpose of the business undertaken by the Company, the Company is required to obtain certain licenses and approvals to comply with various laws, statutes, rules, regulations, executive orders, etc., that may be applicable to the Company 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” starting from page no. 229 of this Prospectus.

APPLICABLE LAWS AND REGULATIONS

The Bureau of Indian Standards Act, 1986

The Bureau of Indian Standards Act, 1986, as amended from time to time (**‘BIS Act’**), provides for the “harmonious development of the activities of standardisation, marking and quality certification of goods and for matters connected therewith”. Specifically, it establishes a bureau for the standardization, marking and quality certification of goods, called the Bureau of Indian Standards (**‘BIS’**). The BIS Act provides for the powers, duties and functions of the BIS, which, *inter alia*, include:

- a. recognition of any standard established for any article or process by any other institution in India, or elsewhere as an ‘Indian Standard’;
- b. establishment, publishing and promotion, in such manner as may be prescribed, of the Indian Standard, in relation to any article or process;
- c. Specification of a Standard Mark to be called the ‘Bureau of Indian Standards Certification Mark’ which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian Standard;
- d. granting, renewal, suspension or cancellation of a license for the use of the Standard Mark; and
- e. making such inspection and taking such samples of any material or substance, as may be necessary, to see whether any article or process in relation to which the Standard Mark has been used, conforms to the Indian Standard or whether the Standard Mark has been improperly used in relation to any article or process with or without a license.

Labour Laws

The Factories Act, 1948

The Factories Act, 1948, as amended from time to time (**'Factories Act'**), seeks to, *inter alia*, regulate the workmen engaged in any factory and provides norms for the safety, health and welfare of the workers. It applies to industries which are engaged in the process of manufacturing; and in which (i) 10 (ten) or more workmen are engaged on any day of the preceding 12 (twelve) months, where the manufacturing process is being carried out with the aid of power; or (ii) 20 (twenty) or more workmen are engaged on any day of the preceding 12 (twelve) months, where the manufacturing process is being carried out without the aid of power.

The Factories Act does not cover mines governed by the Mines Act, 1952, or a mobile unit belonging to the armed forces, railway running shed or a hotel, restaurant or eating place.

The Factories Act provides that the 'occupier' of a factory, i.e., the person who has ultimate control over the affairs of the factory (which in the case of a company shall mean any one of the directors so designated) must ensure the health, safety and welfare of all workmen in the factory. The 'occupier' must also ensure that the prescribed standards are complied with to provide for safety and proper maintenance of the factory such that it does not pose health risks to any of the workmen. Further, he shall ensure the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workmen's health and safety, cleanliness and safe working conditions.

It is pertinent to note that State Governments have set out rules in respect of the prior submission of plans, their approval for the registration of the establishment, and licensing of factories. *The Gujarat Factories Rules, 1963 ('Rules')* is applicable to the establishments of the Company. The Rules govern approval of plans, grant of licenses, safety procedures, working hours and conditions of workers.

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended from time to time (**'EPF Act'**), mandates provisioning for provident fund, family pension fund and deposit linked insurance in factories and other establishments for the benefits of the employees. The EPF Act applies to all establishments engaged in any industry specified in Schedule I (of the EPF Act) that employ 20 (twenty) or more persons and to any other establishment employing 20 (twenty) or more persons or class of such establishments which the Central Government may specify by a notification.

Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-Linked Insurance Scheme" and the Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to funds mentioned above, in the manner specified in the EPF Act. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments require to be made under the abovementioned schemes.

The Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965, as amended from time to time (**'Bonus Act'**), provides for payment of bonus based on profit or based on production or productivity, to persons employed in factories or in establishments employing 20 (twenty) or more persons on any day during an accounting year. It ensures that a minimum bonus is payable to every employee regardless of whether the employer has any allocable surplus in the accounting year in which the bonus is payable. Under the Bonus Act,

the employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus equal to 8.33% of the salary or wage earned by the employee during the accounting year or Rupees Hundred, whichever is higher. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to maximum of 20% of such salary or wage. Allocable bonus is defined as 67% of available surplus in the financial year, before making arrangements for the payment of dividend out of profit of the Company.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972, as amended from time to time (**'Gratuity Act'**), provides for payment of gratuity, to an employee, at the time of termination of his services. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than five years: (a) on his/her superannuation; (b) on his/her retirement or resignation; (c) on his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply).

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in establishments in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more persons are employed or were employed on any day of the preceding twelve months, as the Central Government may specify by notification. The maximum amount of gratuity payable to an employee is Rupees Ten Lakh.

The Employee's Compensation Act, 1923

The Employees' Compensation Act, 1923, as amended from time to time (**'Compensation Act'**) aims to provide employees and their dependents, compensatory payment, in case of accidents arising out of and in course of employment and causing either death or disablement of employees. It applies to factories, mines, docks, construction establishments, plantations, oilfields and other establishments listed in Schedule II and III of the Compensation Act but exclude any establishment covered by the Employees' State Insurance Act. Every employee including those employed through a contractor except casual employees, who are engaged for the purposes of employer's business and who suffers an injury in any accident arising out of and in the course of his employment is entitled to compensation under the Compensation Act.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948, as amended from time to time (**'Minimum Wages Act'**), was enacted to provide for fixing minimum rates of wages in certain employments. The consequences of failure to adhere to the minimum rates of wages fixed under the Minimum Wages Act is in the form of liability to prosecution and punishment in the form of imprisonment of up to six months and/or fines of up to Rupees Five Hundred. Further, employees having earned less than the minimum wage fixed are entitled to the payment of shortfall amounts, in addition to a compensation, which may extend up to ten times the shortfall amount.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936, as amended from time to time (**'Wages Act'**) is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in payment of wages. It contains provisions in relation to the responsibility

for payment of wages, fixing of wage periods, time of payment of wages, and maintenance of registers and records. It applies to the persons employed in a factory, industrial or other establishment or in a railway, either directly or indirectly, through a sub-contractor. Further, the Wages Act is applicable to employees drawing wages up to Rupees Eighteen Thousand per month.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961, as amended from time to time (***'Maternity Benefit Act'***), is aimed at regulating the employment of women in certain establishments for certain periods before and after child birth and for providing for maternity benefit and certain other benefits. It applies to every establishment being a factory, mine or plantation including any such establishment belonging to government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances. It also applies to every shop or establishment wherein ten or more persons are employed or were employed on any day of the preceding twelve months.

According to Maternity Benefit Act, every woman is entitled to, and her employer is liable for, the payment of maternity benefit at the rate of the average daily wage for the period of her actual absence, including the period immediately proceeding the day of her delivery, the actual day of her delivery and any period immediately following that day.

Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976 as amended from time to time (***'Remuneration Act'***) aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/ her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favorable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature.

In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

The Child Labour (Prohibition & Regulation) Act, 1986

The Child Labour (Prohibition & Regulation) Act, 1986, as amended from time to time (***'Child Labour Act'***) was enacted to prohibit the engagement of children below the age of fourteen years in certain specified occupations and processes and to regulate their conditions of work in certain other employments. No child shall be required or permitted to work in any establishment in excess of such number of hours, as may be prescribed for such establishment or class of establishments. Every child employed in an establishment shall be allowed in each week, a holiday of one whole day, which day shall be specified by the occupier in a notice permanently exhibited in a conspicuous place in the establishment and the occupier shall not alter the day so specified more than once in three months.

The Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970, as amended from time to time (***‘CLRA’***) requires establishments that employ or have employed on any day in the preceding twelve months, twenty or more workers as contract labour to be registered. The CLRA places an obligation on the principal employer of an establishment to which the CLRA applies to make an application for registration of the establishment. In the absence of registration, contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued.

To ensure the welfare and health of contract labour, the CLRA imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities, and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

The Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947 as amended from time to time (***‘ID Act’***) provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The Industrial Disputes Act provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

The Industrial Employment (Standing Orders) Act, 1946

The Industrial Employment (Standing Orders) Act, 1946 as amended from time to time (***‘Standing Orders Act’***) applies to every industrial establishment where hundred or more workers are/were employed on any day of the preceding twelve months. It applies to every worker employed in an industrial establishment but excludes workers employed in a managerial or administrative capacity and workers employed in a supervisory capacity and drawing wages more than Rupees Ten Thousand per month. Under the Standing Orders Act, standing orders are to be framed in order to standardize the service conditions of the workers in industrial establishments. The standing orders are to be displayed prominently in the establishment in English and the language understood by the workers near the entrance of the establishment and all departments.

The Trade Union Act, 1926

The Trade Union Act, 1926 as amended from time to time (***‘Trade Union Act’***) provides for registration of trade unions (including association of employers) with a view to render lawful organization of labour to enable collective bargaining. The Trade Union Act also confers certain protection and privileges on a registered trade union. It applies to all kinds of unions of workers and associations of employers and aims at regularizing labour-management relations.

No trade union shall be registered unless a minimum of seven workers engaged or employed in the establishment or industry with which it is connected are the members of such trade union on the date of making of application for registration. However, a trade union shall not be registered unless

at least ten per cent, or one hundred of the workers, whichever is less, engaged or employed in the establishment or industry with which it is connected are the members of the Trade Union on the date of making of application for registration. The trade union so formed has the right to act for the individual and/or for collective benefit of workers at different levels.

The Shops and Establishment Acts

The Establishments are required to be registered under the provisions of local shops and establishments legislation applicable in the relevant states. The objective of the act, irrespective of the state, is to regulate the working and employment conditions of worker employed in shops and establishments including commercial establishments. The act provides 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.

The Gujarat Shops and Establishments Act, 1948 governs the Company's shops and establishments in Gujarat

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as amended from time to time (**'SHWW Act'**) provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of three months from the date of incident. If the establishment has less than ten employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee constituted under section 6 of the SHWW Act.

Anti-Trust Laws

The Competition Act, 2002

The Competition Act, 2002, as amended from time to time (**'Competition Act'**) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Act prohibits anti-competitive agreements, abuse of dominant position and regulates combinations (mergers and acquisitions) with a view to ensure that there is no adverse effect on competition in the relevant market in India.

Under the Competition Act, the Competition Commission has powers to pass directions / impose penalties in cases of anti-competitive agreements, abuse of dominant position and combinations, provided the penalty is not more than ten per cent of the average turnover of the last three years.

Intellectual Property Laws

The Patents Act, 1970

The Patents Act, 1970, as amended from time to time (**'Patents Act'**), provides for the grant of patents to protect the legal rights tied to the intellectual property in inventions. A patent gives the holder of the patent the right to prevent others from exploiting the patented invention commercially in the country where the patent has been granted. In order for a patent to be granted to an invention, it must be novel, have an inventive step and should be capable of industrial application. The Patents Act sets out inventions that are not patentable along with the form and manner of application for patents. Patents obtained in India are valid for a period of twenty years from the date of filing the application.

The Trade Marks Act, 1999

The Trade Marks Act, 1999, as amended from time to time (**'Trademarks Act'**), governs the statutory protection of trademarks in India. Indian trademarks law permits the registration of trademarks for goods and services. Certification trademarks and collective marks are also registrable under the Trademarks Act. Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for ten years unless cancelled. If not renewed after 10 years, the mark lapses and the registration for such mark must be obtained afresh. Registered trademarks may be protected by means of an action for infringement. The owner of a registered trademark is *prima facie* regarded as the owner of the mark by virtue of the registration obtained.

Environmental Laws

The Government of Gujarat constituted the Gujarat Pollution Control Board (**'GPCB'**) under the provisions of the Water (Prevention and Control of Pollution) Act, 1974, with a view to protect the environment, prevent and control the pollution of air and water in the State of Gujarat. The GPCB is responsible for monitoring and providing consents to industrial undertakings in Gujarat under the following environmental laws:

The Environment (Protection) Act, 1986

The Environment Protection Act, 1986 as amended from time to time (**'EPA'**) encompasses various environment protection laws in India. The EPA grants the Government of India the power to take any measures it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling pollution. Penalties for violation of the EPA include imprisonment, payment of a fine, or both. Under the EPA and the Environment (Protection) Rules, 1986, a prior approval of the Ministry of Environment and Forests or the State Environment Impact Assessment Authority (**'SEIAA'**) is required, as the case may be, for the establishment of any new project and for expansion or modernization of existing projects. Obtaining of prior environment clearance includes four stages: screening, scoping, public consultation and appraisal.

An application for environment clearance is made after the prospective project or activity site has been identified, but prior to commencing construction activity or other land preparation. Certain projects which require approval from the SEIAA may not require an EIA report. For projects that require preparation of an EIA report, public consultation involving public hearing and written responses is conducted by the State Pollution Control Board, prior to submission of a final EIA report. The environmental clearance (for commencement of the project) is valid for up to five years for all projects (other than mining projects), which may be further extended by the concerned

regulator for up to five years. The Environment (Protection) Rules, 1986 governs the procedural aspect of the EPA.

The Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 as amended from time to time (**'Water Act'**) aims to prevent and control water pollution and to maintain or restore water purity. The Water Act provides for the formation of one central pollution control board, as well as various state pollution control boards to implement its provisions. Under the Water Act, any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the prior consent of the relevant state pollution control board.

The Water (Prevention and Control of Pollution) Rules, 1975 describes the procedure for the constitution of the pollution control Boards.

The Air (Prevention and Control of Pollution) Act, 1981

The Air (Prevention and Control of Pollution) Act, 1981 as amended from time to time (**'Air Act'**), aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant that emits air pollutants in an air pollution control area. The central pollution control board and state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Not all provisions of the Air Act apply automatically to all parts of India, and the state pollution control board must notify an area as an "air pollution control area" before the restrictions under the Air Act applies.

The Air Prevention and Control of Pollution Rules, 1982 deal with the procedural aspects of the Air Act.

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 as amended from time to time (**'Hazardous Wastes Rules'**) aims to regulate the proper collection, reception, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose such waste without adverse effect on the environment, including through the proper collection, treatment, storage and disposal of such waste. Every occupier and operator of a facility generating hazardous waste must obtain an approval from the state pollution control board. The occupier, the transporter and the operator are liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste.

Tax Laws

The Central Excise Act, 1944

The Excise duty is levied on production of goods but the liability of excise duty arises only on removal of goods from the place of storage, i.e., factory or warehouse. Unless specifically exempted, excise duty is levied even if the duty was paid on the raw material used in production. The basic rate of excise duty is 12.5%.

The Central Sales Tax Act, 1956

The Central sales tax is levied on interstate sale of goods. The Central Sales Tax Act, 1956, as amended from time to time (**'Central Sales Tax Act'**) formulates principles for determining (a) when a sale or purchase takes place in the course of inter-state trade or commerce; (b) when a sale or purchase takes place outside a State and (c) when a sale or purchase takes place in the course of imports into or export from India. The Central Sales Tax Act provides for levy, collection and distribution of taxes on sales of goods in the course of inter-state trade or commerce and also declares certain goods to be of special importance in inter-State trade or commerce and specifies the restrictions and conditions to which state laws imposing taxes on sale or purchase of such goods of special importance are subject to. Sale is considered inter-state when the sale occasions movement of goods from one state to another or is effected by transfer of documents during their movement from one state to another. The liability to pay tax is on the dealer who sells the goods.

Value Added Tax

Value Added Tax (**'VAT'**) is a tax on the final consumption of goods or services. It is a multi-stage tax with the provision to allow input tax credit on tax at an earlier stage, which can be appropriated against the VAT liability on subsequent sale. This input tax credit in relation to any period means setting off the amount of input tax by a registered dealer against the amount of his output tax. The VAT liability of the dealer/manufacturer is calculated by deducting input tax credit from tax collected on sales during the payment period.

VAT is covered under entry 54 of the State List. Each state government has enacted its respective VAT act for levying and collecting VAT in their respective states. *The Gujarat Value Added Tax Act, 2003* (**'VAT Act'**) is applicable to the establishments of the Company.

The Gujarat Value Added Tax Rules, 2006 which deals with the procedural aspects of the VAT Act is applicable to the Company.

The Customs Act, 1962

The Customs Act, 1962, as amended from time to time (**'Customs Act'**) regulates import of goods into and export of goods from India. Further, the Customs Act regulates the levy and collection of customs duty on goods in accordance with the Customs Tariff Act, 1975. Under the Customs Act, the Central Board of Customs and Excise (**CBEC**) is empowered to appoint, by notification, ports or airports as customs ports or airports.

The Customs duty is payable as a percentage of value which is known as assessable value or customs value. The value may be either value or tariff value as defined in the Customs Act. According to the Customs Act, the value of the imported goods and export goods shall be the transaction value of such goods i.e. the price actually paid or payable for the goods when sold for export to India for delivery at the time and place of import or export from India for delivery at the time and place of export where the buyer and seller of the goods are not related and price is the sole consideration for the sale. Any company requiring to import or export any goods is required to get itself registered under the Custom Act and obtain Importer Exporter Code number.

The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976

The Gujarat State Tax On Professions, Traders, Callings And Employments Act, 1976 as amended from time to time (**'Professional Tax Act'**) provides the professional tax slabs in Gujarat and is applicable to persons who are either involved in any profession or trade. The professional tax payable under the Professional Tax Act by any person earning a salary or wage shall be deducted by

his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person. Every employer must obtain the registration under the Professional Tax Act from the assessing authority in the prescribed manner.

The Gujarat State Tax on Professions, Trades, Callings and Employments Rules, 1976 deals with the procedural aspects of the Act and is applicable to the Company.

Miscellaneous Laws

The Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time (**'MSMED Act'**) seeks to facilitate the development of micro, small and medium enterprises. The MSMED Act provides that where an enterprise is engaged in the manufacturing and production of goods pertaining to any industry specified in the first schedule to the Industries (Development and Regulation) Act, 1951, the classification of an enterprise will be as follows:

- a. where the investment in plant and machinery does not exceed twenty-five lakh rupees shall be regarded as a micro enterprise;
- b. where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees shall be regarded as a small enterprise;
- c. where the investment in plant and machinery is more than five crore rupees but does not exceed ten crore rupees shall be regarded as a medium enterprise.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. While it is compulsory for medium enterprises engaged in manufacturing to submit the memorandum, the submission of the memorandum by micro and small enterprises engaged in manufacturing is optional. The MSMED Act defines a supplier to mean a micro or small enterprise that has filed a memorandum with the concerned authorities. The MSMED Act ensures that the buyer of goods makes payment for the goods supplied to him immediately or before the date agreed upon between the buyer and supplier. The MSMED Act provides that the agreed period cannot exceed forty five days from the day of acceptance of goods. The MSMED Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rate notified by the Reserve Bank of India from the date immediately following the date agreed upon. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council (**'Council'**). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

The Legal Metrology Act, 2009

The Legal Metrology Act, 2009 (**'Metrology Act'**) (i) establishes and enforces standards of weights and measures; (ii) regulates trade and commerce in weights; (iii) and measures other goods which are sold or distributed by weight, measure or number and for matters connected therewith. The Metrology Act states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Metrology Act. Moreover, the Metrology Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in

relation to goods or things, otherwise than in accordance with the provisions of the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State.

The Gujarat Legal Metrology (Enforcement) Rules, 2011 which amongst other things, prescribes procedures for the declaration of quantity in transactions and dealings, provisions relating to the use of weights and measures, etc.

The Foreign Trade (Development and Regulation) Act, 1992

In India, the main legislation concerning foreign trade is the Foreign Trade (Development and Regulation) Act, 1992 (“**FTA**”). The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import (“**EXIM**”) Policy. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

POLICES APPLICABLE

The Foreign Direct Investment

Foreign investment in companies in the wire and cables manufacturing industry is governed by the provisions of the Foreign Exchange Management Act, 1999 read with the applicable regulations. The Department of Industrial Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy the (“**FDI Circular**”) which consolidates the policy framework on Foreign Direct Investment (“**FDI**”), with effect from May 12, 2015. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till May 11, 2015. All the press notes, press releases, clarifications on FDI issued by DIPP till May 11, 2015 stand rescinded as on May 12, 2015. Further, the DIPP has issued a press note dated November 10, 2015 introducing a number of changes in the FDI policy.

The Consolidated FDI Circular dated May 12, 2015 issued by the DIPP and the press note issued on November 10, 2015 does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as “Ekank Cables Limited” in Vadodara, Gujarat, as a public limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 24, 1996 bearing Registration Number: 31359 issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli and having Certificate for Commencement of Business dated January 22, 1997. Subsequently, the name of our Company was changed to “Ruby Cables Limited” and a fresh Certificate of Incorporation dated March 22, 2011 was issued by Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli. The Corporate Identification Number of our Company is U31109GJ1996PLC031359.

Chirag Gada is the promoter of our Company.

Occhavlal Parekh, Sumitraben Parekh, Neelam Parekh, Geetaben Shah, Maltiben Parikh, Kalpana Shah and Shobhaben Shah were the initial subscribers to the Memorandum of Association of our Company. Our promoter, Chirag Gada alongwith other investors had acquired the Company and its operations in the year 2010 by way of acquisition of shares from the original promoters and shareholders vide Deed of purchase of a business as a going concern dated August 04, 2010. Chirag Gada has further acquired 11,83,474 equity shares in our Company since then.

Our Company is engaged in the manufacturing and dealing of cables, wires and conductors. For further information regarding our business activities, our growth, management, standing with reference to prominent competitors, major suppliers and customers please refer to chapter titled “Our Business” and “Our Management” beginning on page no 122 and 154 of this Prospectus respectively.

CHANGE OF REGISTERED OFFICE

At the time of Incorporation, our Registered Office was situated at: 22, Kalpana Society, Near Race Course Circle, Vadodara-390007, India. Subsequently, our Registered Office was shifted to:

| Date | From | To | Reasons |
|--------------|--|---|-----------------------------------|
| May 24, 2010 | 22, Kalpana Society, Near Race Course Circle, Vadodara-390007, Gujarat | 15-G.I.D.C., Manjusar, Ta: Savli, Vadodara- 391775, Gujarat | For administrative convenience |

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

| Period | Event |
|-------------------|---|
| December 24, 1996 | Incorporation of the Company “Ekank Cables Limited” |
| August 4, 2010 | Change in the management of the Company |
| March 22, 2011 | Change of name of Company to “Ruby Cables Limited” |
| June 23, 2011 | Received ISO 9001: 2008 certificate |
| March, 2014 | Turnover reached around Rs. 100 Crores |

OUR MAIN OBJECTS

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

1. To carry on the business of manufacturing of PVC cables, wires and merchandising of all kinds of ferrous and non-ferrous metal wire products and carry on any other business of



manufacturing and merchandising generally and without limitation all types of products and articles made from ferrous and non-ferrous metals.

2. To carry on the business of manufacturing and merchandising of all kinds and types of utensils, electrical motors, batteries, electrical, wire drawings, wire and strips, rods and bars and such other parts, spares and components and also to acquire, erect, manage, maintain, sell, distribute, and to export, import and generally deal in all kinds of ferrous and non-ferrous wire products for industrial, commercial and domestic purpose and for consumer use or for public utility.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

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

| Date of Shareholder's Approval | Amendment |
|--------------------------------|--|
| January 5, 2000 | The initial authorised share capital of Rs. 25,00,000 consisting of 2,50,000 Equity Shares of Rs. 10/- each was increased to Rs. 75,00,000 consisting of 7,50,000 Equity Shares of Rs. 10/- each. |
| January 29, 2007 | The authorised share capital of Rs. 75,00,000 consisting of 7,50,000 Equity Shares of Rs. 10/- each was increased to Rs. 1,50,00,000 consisting of 15,00,000 Equity Shares of Rs. 10/- each. |
| December 03, 2010 | Clause I of the Memorandum of Association of the Company changed to reflect changed name of the Company as "Ruby Cables Limited" on change of name of the Company. |
| February 21, 2012 | The authorised share capital of Rs. 1,50,00,000 consisting of 15,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs. 10/- each. |
| February 17, 2014 | The authorised share capital of Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 10,00,00,000 consisting of 1,00,00,000 Equity Shares of Rs. 10/- each. |

HOLDING COMPANY OF OUR COMPANY

Our Company has no holding company as on this date of filing of this Prospectus.

SUBSIDIARY COMPANY OF OUR COMPANY

There is no subsidiary of our Company as on this date of filing of this Prospectus.

PROMOTER OF OUR COMPANY

The Promoter of our Company is Chirag Gada. For details, see "Our Promoter and Promoter Group" beginning on page 167 of this Prospectus.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, refer to the chapter titled "Capital Structure" beginning on page 68 of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

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

DETAILS OF OUR PAST PERFORMANCE

Our Company was incorporated in December, 1996. For details in relation to our financial performance since inception, including details of non-recurring items of income, refer to section

titled “Financial Statements” beginning on page 176 of this Prospectus.

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

Our Company has not acquired any entity, business or undertakings nor has it undertaken any merger, amalgamation or revaluation of assets.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

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

STRATEGIC/ FINANCIAL PARTNERS

Our Company does not have any strategic/financial partner as on the date of filing of this Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

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

CONVERSION OF LOANS INTO EQUITY SHARES

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

CHANGE IN ACTIVITIES OF OUR COMPANY IN THE LAST FIVE YEARS

Our Company has not changed the activities in the last 5 years.

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 Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

NUMBER OF SHAREHOLDERS

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

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association we are required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. We currently have five directors on our Board.

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

| Sr. No. | Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN | Date of Appointment as Director | Other Directorship |
|---------|---|---|--|
| 1. | Name: Chirag Gada Age: 43 years Father's Name: Nemchand Gada Designation: Managing Director & Chairman Address: New Kunj, 7, Shankar Park Society, Near Mehsana Nagar Society, Nizampura, Vadodara 390002 Gujarat, India Occupation: Business Nationality: Indian Term: 3 years i.e. upto October 12, 2018 DIN: 01851703 | Appointed as Additional Director on July 31, 2010 Appointed as Director on September 29, 2012 Appointed as Managing Director & Chairman on October 13, 2015 | Public Limited Company- Nil Private Limited Company- a. Pinnacle Cables Private Limited b. Signature Electricals Private Limited c. Diotech Engineering Private Limited |
| 2. | Name: Nivedita Pandya Age: 42 years Father's Name: Muljibhai Pandya Designation: Non- Executive Director Address: 20B, Shreenathji Park Society, Kadamnagar, Nizampura, Vadodara 390002, Gujarat, India Occupation: Business Nationality: Indian Term: Liable to retire by rotation DIN: 02992638 | Appointed as Additional Director on July 31, 2010 Appointed as Director on September 29, 2012 | Public Limited Company- a. Apex Electricals Limited b. Diamond Infosystems Limited c. Diamond Power Infrastructure Limited d. Diamond Power Transformers Limited Private Limited Company- a. Vikas Ferro Private Limited b. Manacles Enterprise Private Limited |
| | Name: Ashok Kumar Singh Age: 66 years Father's Name: Nitya Nand Sinha Designation: Independent Director Address: B-903, C.S.I. Towers, Vipin Khand, Gomti Nagar, Lucknow 226010, Uttar Pradesh, India Occupation: Retired Serviceman Nationality: Indian Term: 5 years i.e. upto October 22, 2020 (not liable to retire by | Appointed as Independent Director on October 23, 2015 Regularised as Independent Director on March 4, 2016 | Public Limited Company a. Diamond Power Infrastructure Limited b. Diamond Power Transformers Limited Private Limited Company- Nil |

| Sr. No. | Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN | Date of Appointment as Director | Other Directorship |
|---------|--|--|--|
| | rotation) DIN: 01489637 | | |
| 3. | Name: Ashok Kumar Krishan Singh Gautam Age: 63 years Father's Name: Krishan Singh Gautam Designation: Independent Director Address: 47 A, Jal Darshan, Nepean Sea Road, Mumbai- 400036, Maharashtra, India Occupation: Professional Nationality: Indian Term: 5 years i.e. upto October 22, 2020 (not liable to retire by rotation) DIN: 06947087 | Appointed as Independent Director on October 23, 2015 Regularised as Independent Director on March 4, 2016 | Public Limited Company a. Diamond Power Infrastructure Limited b. Diamond Power Transformers Limited Private Limited Company- Nil |
| 4. | Name: Rajendrakumar Patel Age: 46 years Father's Name: Natvarlal Patel Designation: Independent Director Address: C-11, Saptak Bunglow, Nr. Geetapark, Manjalpur, Vadodara, 390011, Gujarat, India Occupation: Business Nationality: Indian Term: 5 years i.e. upto November 15, 2020 (not liable to retire by rotation) DIN: 02457156 | Appointed as Independent Director on November 16, 2015 Regularised as Independent Director on March 4, 2016 | Public Limited Company Diamond Power Transformers Limited Private Limited Company Greenspace Infratech Private Limited |

BRIEF BIOGRAPHIES OF OUR DIRECTORS

- Chirag Gada**
 Chirag Gada, aged 43 years is the Managing Director and Chairman of our Company with effect from October 13, 2015. He has been Director of our Company since July 31, 2010. He has more than 5 years of experience in the cable industry. He is entrusted with the responsibility of looking after sales and marketing for the Company. In addition to that, he also looks after the overall operations of the Company.
- Nivedita Pandya**
 Nivedita Pandya, aged 42 years is a Non- Executive Director of our Company with effect from September 29, 2012. She has been Director of our Company since July 31, 2010. She has completed her Bachelors of Engineering (Mechanical) from Birla Vishvakarma Mahavidyalaya.
- Ashok Kumar Singh** Ashok Kumar Singh, aged 66 years was originally appointed as Additional Independent Director of our Company w.e.f. October 23, 2015.



- **Ashok Kumar Krishan Singh Gautam**

Ashok Kumar Krishan Singh Gautam, aged 63 years was originally appointed as Additional Independent Director of our Company w.e.f. October 23, 2015.

- **Rajendrakumar Patel**

Rajendrakumar Patel, aged 46 years was originally appointed as Additional Independent Director of our Company w.e.f. November 16, 2015.

CONFIRMATIONS

As on the date of this Prospectus:

1. None of the directors of the Company are related to each other within the meaning of Section 2 (77) of the Companies Act, 2013.
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 Promoter, 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

During the last financial year ended on March 31, 2015, the directors have been paid gross remuneration as follows:

| Name of Director | Remuneration received in year 2014-15 (Rs. In Lakhs) |
|------------------|---|
| Chirag Gada | 24.00 |

Further, none of the existing Directors except above have received any remuneration during the Financial Year 2014-15.

Terms and conditions of employment of our Managing Director Chirag Gada

Chirag Gada is appointed as Managing Director and Chairman of the Company *vide* shareholders resolution in Extra—ordinary General Meeting dated October 13, 2015 at a remuneration of Rs. 2,00,000 per month for a period of 3 years commencing from October 13, 2015.

| | |
|---------------------|--|
| Remuneration | Rs. 2,00,000/- per month basic salary. Annual increment will be upto 15% per year |
| Term of Appointment | 3 Years |
| Reimbursement | Medical Reimbursement, Leave Travel Concession for self and family, club fees (celling limit – 24% of salary per month) |
| Allowances | I. House Rent Allowance subject to 50% of salary. (Ceiling- 10% of basic salary per year) II. Special allowance to maintain office at residence, subscription to various books and periodicals, etc (celling limit – 25% of salary per month) |

OTHER CONFIRMATIONS

As on the date on this Prospectus:

1. There is no contingent or deferred compensation payable to any Director, Whole-time Director, Managing Director or Manager which has accrued for this year and payable in current or any future period
2. No compensation was paid to any Director, Whole-time Director, Managing Director or Manager 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.

The following table details the shareholding of our Directors as on the date of this Prospectus:

| Sr. No. | Name of the Director | No. of Equity Shares | % of Pre Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|---------|----------------------|----------------------|-------------------------------------|--------------------------------------|
| 1. | Chirag Gada | 13,28,197 | 31.25% | 21.25% |

INTERESTS OF DIRECTORS

Interest in Promotion of the Company

Our Director, Chirag Gada may deem to be interested to the extent of being Promoter of our Company. He may also be deemed to be interested to the extent of any dividend payable to him and other distributions in respect of the Equity Shares held by him. For further details, refer to chapters titled *"Our Promoter and Promoter Group"* and annexure of *"Related Party Transactions"* under the chapter *"Financial Statement as Restated"* beginning on page 167 and 176 of this Prospectus.

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details, see *"Remuneration/Compensation of Directors"* above. Further, our Non-Executive Directors are entitled to receive sitting fees for attending meetings of our Board within the limits laid down in the Companies Act, 2013 and as decided by our Board subject to Articles of Association. Further, except for as disclosed under shareholding of our Directors in our Company above no other Directors hold any Equity Shares in our Company. Our Directors are interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoter, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoter, directors, partners, proprietors, members or trustees, pursuant to the Offer. Except as stated in the chapters *"Our Management"* and *"Related Party Transactions"* beginning on pages 154 and 174 respectively of this Prospectus and described herein above, our Directors do not have any other interest in the business of our Company.

Our Directors are not interested in the appointment of or acting as Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

PROPERTY INTEREST

Except as stated/referred to in the heading titled *"Land and Property"* beginning on page 139 and chapter titled *"Related Party Transactions"* on page 174 of the Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of two years preceding the date of Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further our Directors do not have any interest in any immovable property to be



acquired by the Company except other wise disclosed in the heading titled “Land and Property” beginning on page 139 of the Prospectus.

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 176 of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

Our Company does not have a subsidiary or associate Company as on date of filing of the Prospectus.

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 Prospectus.

| Name | Date of event | Nature of event | Reason |
|----------------------------------|--------------------|-----------------------|--|
| Amit Bhatnagar | July 01, 2013 | Appointment | Appointment as Non-Executive Director |
| Sumit Bhatnagar | July 01, 2013 | Appointment | Appointment as Non-Executive Director |
| Mitul Thakkar | July 01, 2013 | Resignation | Resignation as Director |
| Jayramrao Marathe | August 05, 2015 | Appointment | Appointment as Non-Executive Director |
| Amit Bhatnagar | August 06, 2015 | Resignation | Resignation as Director |
| Sumit Bhatnagar | August 06, 2015 | Resignation | Resignation as Director |
| Jayramrao Marathe | September 19, 2015 | Resignation | Resignation as Director |
| Chirag Gada, | October 13, 2015 | Change in Designation | Re-designated as Managing Director |
| Ashok Kumar Singh | October 23, 2015 | Appointment | Appointment as Additional Independent Director |
| Ashok Kumar Krishan Singh Gautam | October 23, 2015 | Appointment | Appointment as Additional Independent Director |
| Rajendrakumar Patel | November 16, 2015 | Appointment | Appointment as Additional Independent Director |
| Ashok Kumar Singh | March 4, 2016 | Regularisation | Regularisation as Independent Director |
| Ashok Kumar Krishan Singh Gautam | March 4, 2016 | Regularisation | Regularisation as Independent Director |
| Rajendrakumar Patel | March 4, 2016 | Regularisation | Regularisation as Independent Director |

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at an Extra- Ordinary General Meeting of our Company held on October 13, 2015 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company which shall include any committee thereof for the time being exercising the powers conferred on the Board for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 250.00 crore.

CORPORATE GOVERNANCE

The provisions of the SEBI Listing Regulations will be applicable to our Company immediately upon the listing of our Equity Shares with BSE. We have complied with the corporate governance code in accordance with Chapter IV (as applicable) of the SEBI Listing Regulations and the Companies Act. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Chapter IV of the SEBI Listing Regulations as may be applicable.

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 five directors out of which three are Independent Directors. The constitution of our Board is in compliance with the requirements of Regulation 17 of the SEBI Listing Regulations.

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 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; vide resolution passed at the meeting of the Board of Directors held on March 7, 2016.

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors:

| Name of the Director | Status | Nature of Directorship |
|----------------------------------|----------|------------------------|
| Ashok Kumar Krishan Singh Gautam | Chairman | Independent Director |
| Rajendrakumar Patel | Member | Independent Director |
| Ashok Kumar Singh | Member | Independent 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:

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

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- 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:

- 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.
- 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.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report.
- 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 Prospectus/ Prospectus /notice and 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 4 months 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) Stakeholders Relationship Committee

Our Company has constituted a shareholder / investors grievance committee ("*Stakeholders' Relationship Committee*") to redress complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on March 7, 2016.

The Stakeholder's Relationship Committee comprises the following Directors:

| Name of the Director | Status | Nature of Directorship |
|----------------------------------|---------------|-------------------------------|
| Rajendrakumar Patel | Chairman | Independent Director |
| Ashok Kumar Singh | Member | Independent Director |
| Ashok Kumar Krishan Singh Gautam | Member | Independent Director |

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholders' 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

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 Committee was approved by a Meeting of the Board of Directors held on March 7, 2016. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

| Name of the Director | Status | Nature of Directorship |
|----------------------------------|---------------|-------------------------------|
| Ashok Kumar Singh | Chairman | Independent Director |
| Ashok Kumar Krishan Singh Gautam | Member | Independent Director |
| Rajendrakumar Patel | 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

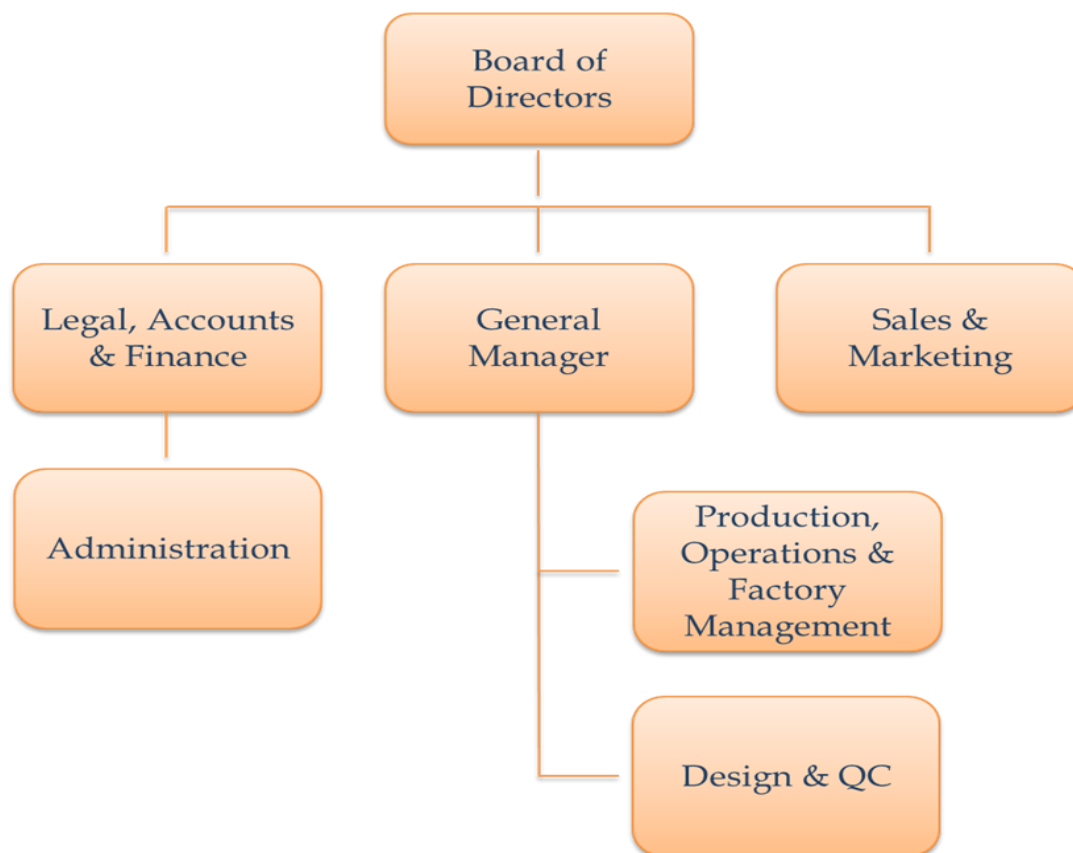
The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be 2 members or one third of the members, whichever is greater.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, post listing of our Company's shares on the Stock Exchange.

Company Secretary & Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

ORGANIZATIONAL STRUCTURE



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:

The details of our Key Managerial Personnel are set out below:

- **Chirag Gada, Chairman & Managing Director**
Chirag Gada, aged 43 years is the Managing Director and Chairman of our Company with effect from October 13, 2015. He has been Director of our Company since July 31, 2010. He has more than 5 years of experience in the cable industry. He is entrusted with the responsibility of looking after sales and marketing for the Company. In addition to that, he also looks after the overall operations of the Company. During the financial year ended March 31, 2015, he has been paid gross remuneration of Rs. 24.00 lakhs for the financial year 2014-15 including all benefits and perquisites.
- **Sanket Patel, Chief Financial Officer**
Sanket Patel aged 28 years is the Chief Financial Officer of our Company. He has completed MBA with specialisation in Finance from Baroda Institute of Management Studies. He joined our company in the year 2010 and has been associated with our Company for more than 4 years. He has been designated as Chief Financial Officer of the Company w.e.f August 24, 2015. He shall look after the financial operations of the Company. He has been paid gross remuneration of Rs 2.90 Lakhs for the financial year 2014-2015 including all benefits and perquisites.

- **Nikita Patel, Company Secretary & Compliance Officer**

Nikita Patel aged 26 years, is the Company Secretary and Compliance Officer of our Company. She is a qualified company secretary and is an associate member of The Institute of Company Secretaries of India. She joined our Company on November 16, 2015 and prior joining to our Company she was associated with Panasonic Energy India Co. Ltd. as a Management Trainee. She is entrusted with the responsibility of handling corporate secretarial functions of our Company. No remuneration was paid to her for the financial year 2014-2015 as she was appointed in the financial year 2015-2016.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the key managerial personnel are- related to 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.

RELATIONSHIPS OF DIRECTORS AND PROMOTER WITH KEY MANAGERIAL PERSONNEL

None of the key managerial personnel are “related” to the Promoter or Director of our Company within the meaning of Section 2 (77) of the Companies Act, 2013.

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 Prospectus.

| Sr. No. | Name of Shareholder | No. of Shares held |
|---------|---------------------|--------------------|
| 1. | Chirag Gada | 13,28,197 |

BONUS OR PROFIT SHARING PLAN OF THE DIRECTORS/ 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 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. Further Chirag Gada may also deem to be interested to the extent of Equity Shares held by him and dividends payable thereon, if any.

Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration.



Except as stated in the chapters “Our Management” and “Related Party Transactions” beginning on pages 154 and 174 respectively of this 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 |
|------------------------------|--|-------------------|---|
| Sanket Patel | CFO | August 24, 2015 | Appointment as CFO |
| Chirag Gada | Managing Director & Chairman | October 13, 2015 | Appointment as Managing Director & Chairman |
| Nikita Patel | Company Secretary & Compliance Officer | November 16, 2015 | Appointment as Company Secretary |

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 176 of this Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTER

Our Company is promoted by Chirag Gada.

Brief profile of our individual Promoter is as follows:

| | |
|---|--|
|  | <p>Chirag Gada, Promoter, Chairman & Managing Director</p> <p>Chirag Gada, aged 43 years is the Managing Director and Chairman of our Company with effect from October 13, 2015. He has been Director of our Company since July 31, 2010. He has more than 5 years of experience in the cable industry. He is entrusted with the responsibility of looking after sales and marketing for the Company. In addition to that, he also looks after the overall operations of the Company.</p> <p>Passport No: L9203166 Driving License: GJ06 19930082302 Voters ID: GJ/22/148/242404</p> <p>Address: New Kunj, 7, Shankar Park Society, Near Mehsana Nagar Society, Nizampura, Vadodara 390002 Gujarat, India</p> <p>For further details relating to Chirag Gada, including terms of appointment as our Managing Director, other directorships, please refer to the chapters titled <i>“Our Management”</i> and <i>“Our Group Companies”</i> beginning on pages 154 and 171 of this Prospectus.</p> |
|---|--|

DECLARATION

Our Company confirms that the permanent account number, bank account number and passport number of our Promoter have been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with it.

Our Promoter and the members of our Promoter Group have not been debarred from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter neither was nor is 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.

Further, neither our Promoter, the relatives of our Promoter (as defined under the Companies Act) nor our Group Companies have been declared as a wilful defaulter by the RBI or any other government authority 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.

INTEREST OF PROMOTER

Interest in promotion of our Company

Our Promoter may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by him and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. For further details, refer chapter titled *“Financial Statement as Restated”* and *“Our Promoter and Promoter Group”* beginning on page 176 and 167 of this Prospectus.

**Interest in the property of our Company**

Our Promoter do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC.

Interest as member of our Company

As on date of this Prospectus, our Promoter, Chirag Gada holds 13,28,197 Equity shares in our Company i.e. 31.25% of the pre Issue paid up Equity Share capital of our Company. Therefore, our Promoter is interested to the extent of his shareholding and the dividend declared, if any, by our Company.

Interest as Director of our Company

Except as given in the chapters titled *"Our Management"*, *"Financial Statements"* and *"Capital Structure"* beginning on pages 154, 176 and 68 of this Prospectus, our Promoter may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to him 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.

Interest as Key Managerial Personnel of our Company

Chirag Gada is the Chairman and Managing Director of the Company and hence a Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to him for services rendered to us in accordance with the provisions of the Companies Act, in terms of agreement entered into with our Company, if any and AoA of our Company. For further details, please refer to chapters titled *"Our Management"* and *"Related Party Transactions"* beginning on page 154 and 174 respectively of this Prospectus.

Interest in transactions involving acquisition of land

Except as stated/referred to in the heading titled *"Land and Property"* beginning on page 139 of the Prospectus, our Promoter has not entered into any contract, agreement or arrangements in relation to acquisition of property, within a period of two years preceding the adte of this Prospectus, in which the Promoter is interested directly or indirectly and no payments have been made to him in respect of these contracts, agreements or arrangements or are proposed to be made to him.

Other Indirect Interest

Except as stated in *"Financial Statements"* beginning on page 176 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Promoter.

Payment of benefits to our Promoter and Promoter Group during the last two years

Other than in the normal course of business including any advances or commission paid and except as stated in *"Financial Statements"* beginning on page 176 of this Prospectus, there has been no payment of any amount of benefits to our Promoter or the members of our Promoter Group during the last two years from the date of the Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter group as on the date of the Prospectus.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2 (1) (zb) of the SEBI (ICDR) Regulations is as under:

A. Individuals related to our Promoter:

| Relationship with Promoter | Chirag Gada |
|----------------------------|--------------------------------|
| Father | Nemchand Gada |
| Mother | Late Jayaben Gada |
| Brother | Jatin Gada |
| Sister | Sunayana Bhatt* |
| Spouse | Rinku Gada |
| Daughters | Saniya C Gada Khushi C Gada |
| Spouse's Father | Sharadbhai Vakil* |
| Spouse's Mother | Late Ushaben Vakil |
| Spouse's Brother | Nirajbhai Vakil* |
| Spouse's Sister | - |

*The aforementioned persons are 'immediate relatives' of respective Promoter but, as such, do not form part of the 'Promoter Group' of the Company. Moreover, the aforesaid relatives do not own shareholding in our Company and are also not involved in the business of our Company. Further our Promoter vide letter dated November 18, 2015 have submitted that information related to business/financial interest held by the said relatives is not accessible for the purpose of disclosure in the Draft Prospectus/ Prospectus. Therefore, the disclosures made in this Prospectus are limited to the extent of information that has been made available by our Promoter in relation to Promoter Group.

B. In the case of our Individual Promoter: Chirag Gada

| Nature of Relationship | Entity |
|---|---|
| Any body corporate in which 10% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of his immediate relative is a member | a. Credence Integrated Marketing Private Limited |
| Any body corporate in which a body corporate as mentioned above holds 10% or more, of the equity share capital | a. Credence Interactive Services Private Limited b. Credence Expomedia Private Limited |
| Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 10% | a. Anshul Multi Trade LLP b. Chirag Gada HUF c. Vishwanath Petroleum d. Jatin Gada HUF e. Nemchand Gada HUF |



RELATIONSHIP OF PROMOTER WITH OUR DIRECTORS

Our Promoter is not related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

CHANGES IN CONTROL

Virendra Parekh and Neelam Parekh were the original promoters of our Company, which was originally named "Ekank Cables Limited". Our promoter, Chirag Gada alongwith other investors had acquired the Company and its operations in the year 2010 by way of acquisition of shares from the original promoters and shareholders vide Deed of purchase of a business as a going concern dated August 04, 2010. There has been no change in the management or control of our Company since then.

For details on litigations and disputes pending against the Promoter and defaults made by them, please refer to the section titled "*Outstanding Litigation and Material Developments*" beginning on page 225 of this Prospectus.

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, being AS 18 and other companies as per the policy adopted by our Board.

1. Madhuri Finserve Private Limited
2. Diamond Projects Limited

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

The details of our Group Companies are provided below:

1. Madhuri Finserve Private Limited ("MFPL")

Madhuri Finserve Private Limited is a private Company incorporated as Diamond Tle-Cabs Private Limited on December 29, 1993 under the provisions of Companies Act, 1956. The name of the company was changed to Madhuri Finserve Private Limited *vide* fresh certificate of incorporation dated May 9, 2012. MFPL has its registered office at 202, Sunrise Apartment, Alkapuri, Vadodara-390007, Gujarat and is mainly engaged in the business of rendering services in the fields of finance and investment. MFPL is an investing party of our Company. The Corporate Identification Number is U74120GJ1993PTC020977. The paid up capital of the Company as per records of Registrar of Companies is Rs. 63.00 lakhs. Our Promoter does not hold any shares in this Company.

(Rs. In Lakhs)

| Particulars | 2011-2012 | 2012-13 | 2013-14 |
|-----------------------|-----------|----------|----------|
| Paid Up Capital | 63.00 | 63.00 | 63.00 |
| Reserves & Surplus | 6,434.28 | 6,680.34 | 6,761.31 |
| Networth | 6,497.28 | 6,743.34 | 6,824.31 |
| Other income | 185.05 | 246.74 | 82.25 |
| Profit/loss after tax | 180.64 | 246.06 | 80.97 |
| EPS | 29 | 39 | 13 |
| NAV (in Rs.) | 1,031.31 | 1,070.37 | 1,083.22 |

Note: The Company has not prepared financial statements for the financial year 2014-15.

2. Diamond Projects Limited ("DPL")

Diamond Projects Limited is a public Company incorporated on January 7, 1994 under the provisions of Companies Act, 1956. DPL has its registered office at D-7, BIDC, Gorwa, Vadodara- 390016, Gujarat and is mainly engaged in the business as engineers in all of its aspects and to carry on activities of designing, drawing, machine, etc. The Corporate Identification Number is U36911GJ1994PLC021030. The paid up capital of the Company is Rs. 30.00 lakhs. Our Promoter does not hold any shares in this Company.

(Rs. In Lakhs)

| Particulars | 2012-13 | 2013-14 | 2014-15 |
|------------------------|-----------|-----------|-----------|
| Paid Up Capital | 30.00 | 30.00 | 30.00 |
| Reserves & Surplus | 606.13 | 597.04 | 589.59 |
| Networth | 636.13 | 627.04 | 619.59 |
| Sales and other income | 50,872.18 | 60,623.96 | 62,755.17 |
| Profit/loss after tax | 6.02 | (9.10) | (5.89) |
| EPS | 2.01 | (3.03) | (1.96) |
| NAV (in Rs.) | 212.04 | 209.01 | 206.53 |

CONFIRMATION

Our Promoter 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 Promoter 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 do 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 Promoter and Group Companies and defaults made by them, please refer to the chapter titled, “*Outstanding Litigations and Material Developments*” on page 225 of this Prospectus.

DISSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

Our Promoter has not disassociated himself from any of the companies, firms or other entities during the last three years preceding the date of this Prospectus.

NEGATIVE NET WORTH

None of our Group Companies have negative net worth as on the date of the Prospectus.

DEFUNCT / STRUCK-OFF COMPANY

None of our Promoter or Promoter Group or Group Company has become defunct or struck – off in the five years preceding the filing of this Prospectus.

INTEREST OF OUR PROMOTER AND GROUP COMPANIES

Our Promoter and Group Companies are interested to the extent of their shareholding of Equity Shares from time to time, and in case of our Individual Promoter, 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 Promoter may also benefit from holding directorship in our Company. Our Individual Promoter 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 Prospectus, our Promoter holds 13,28,197 Equity Shares of our Company.

Except as stated hereinabove and as stated in “*Related Party Transactions*” under chapter titled “*Financial Statements*” and “*Our Management*” beginning on page 176 and 154 respectively of this Prospectus, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the Promoter is 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 154 of this Prospectus; in “Related Party Transactions” under chapter titled “Financial Statements” beginning on page 176 of this Prospectus, and under the paragraph titled “Interest of Directors” in the chapter titled “Our Management” beginning on page 154; paragraph titled “Land and Property” in the chapter titled “Our Business” beginning on page 122, our Promoter does not have any other interest in our Company as on the date of this Prospectus.

Further, except as disclosed above and in the audited restated financial statements of our Company under “Related Party Transactions” under chapter titled “Financial Statements” beginning on page 176 of this Prospectus, our Group Companies and associates have no business interest in our Company.

COMMON PURSUITS

Our Promoter is not interested as Partner, Director and/or Member in Our Group Companies which are involved in activities similar to those conducted by our Company.

SALES/PURCHASES BETWEEN OUR COMPANY AND PROMOTER COMPANY & GROUP COMPANIES

Other than as disclosed in the chapter titled “*Related Party Transactions*” on page 176 of this 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 174 of this Prospectus, there has been no payment of benefits to our Group Companies in financial year 2014-2015



RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XXVII of restated financial statement under the section titled, '*Financial Statements*' beginning on page 176 of this Prospectus.

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 RESTATED
Independent Auditor’s Report for the Restated Financial Statements of
Ruby Cables Limited

The Board of Directors
Ruby Cables Limited
15, GIDC, Manjusar,
Ta- Savli,
Dist.- Vadodara.

Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Ruby Cables Limited** as at September 30, 2015, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the financial period ended on September 30, 2015 and for the financial years ended on March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 (collectively referred to as 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 Bombay Stock Exchange.
2. These 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 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - (iii) The terms of reference to our engagements with the Company letter dated September 19, 2015 requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of Bombay Stock Exchange. (“**IPO**” or “**SME IPO**”); and
 - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial period ended on September 30, 2015 and for the financial years ended on March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 which have been approved by the Board of Directors.
4. In accordance with the requirements of Part I of Chapter III of Act, 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, 2015, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 are prepared by the Company and approved by the

Board of Directors. These 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 and Annexure V** 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 financial period ended on September 30, 2015 and for the financial years ended on March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV and Annexure V** to this Report.
 - (iii) The “**Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the financial period ended on September 30, 2015 and for the financial years ended on March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV and Annexure V** to this Report.
5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
- a) Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all the reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) There are no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period ended on September 30, 2015 and for the financial years ended on March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 which would require adjustments in this Restated Financial Statements of the Company.
 - e) 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 and Annexure V** to this report.
6. Audit for the financial period ended on September 30, 2015 and for the financial years ended on March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 was conducted by Rajesh Nagda & Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years/period. The financial report included for these years/period is based solely on the report submitted by them. Further financial statements for the financial period ended on September 30, 2015 and for the financial year ended March 31, 2015 have been reaudited by us as per the relevant guidelines.

7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial period ended on September 30, 2015 and for the financial years ended on March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 proposed to be included in the Draft Prospectus/Prospectus (“**Offer Document**”).

Annexure of Restated Financial Statements of the Company:-

1. Significant Accounting Policies in Annexure IV;
2. Notes to accounts as restated in Annexure V;
3. Details of Share Capital as Restated as appearing in ANNEXURE VI to this report;
4. Details of Reserves and Surplus as Restated as appearing in ANNEXURE VII to this report;
5. Details of Long Term Borrowings as Restated as appearing in ANNEXURE VIII to this report;
6. Details of Deferred Tax Liabilities (Net) as Restated as appearing in ANNEXURE IX to this report;
7. Details of other Long Term Liabilities as Restated as appearing in ANNEXURE X to this report;
8. Details of Long Term Provisions as Restated as appearing in ANNEXURE XI to this report;
9. Details of Short Term Borrowings as Restated as appearing in ANNEXURE XII to this report;
10. Details of Trade Payables as Restated as appearing in ANNEXURE XIII to this report;
11. Details of Other Current Liabilities as Restated as appearing in ANNEXURE XIV to this report;
12. Details of Short Term Provisions as Restated as appearing in ANNEXURE XV to this report;
13. Details of Fixed Assets as Restated as appearing in ANNEXURE XVI to this report;
14. Details of Non-Current Investments as Restated as appearing in ANNEXURE XVII to this report;
15. Details of Long Term Loans & Advances as Restated as appearing in ANNEXURE XVIII to this report;
16. Details of Inventories as Restated as appearing in ANNEXURE XIX to this report;
17. Details of Trade Receivables as Restated enclosed as ANNEXURE XX to this report;
18. Details of Cash and Bank Balances as Restated enclosed as ANNEXURE XXI to this report;
19. Details of Short Term Loans & Advances as Restated as appearing in ANNEXURE XXII to this report;
20. Details of Other Current Assets as Restated as appearing in ANNEXURE XXIII to this report;
21. Details of Other Income as Restated as appearing in ANNEXURE XXIV to this report;
22. Capitalization Statement as Restated as at September 30, 2015 as appearing in ANNEXURE XXV to this report;
23. Statement of Tax Shelters as appearing in ANNEXURE XXVI to this report;
24. Details of Related Parties Transactions as Restated as appearing in ANNEXURE XXVII to this report;
25. Details of Significant Accounting Ratios as Restated as appearing in ANNEXURE XXVIII to this report;
26. Reconciliation of Restated Profit as appearing in ANNEXURE XXIX to this report.

8. We, M/s Vijay N Tewar & Co Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. In our opinion, the above financial information contained in Annexure I to XXIX of this report read with the respective Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure IV and Annexure 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.
13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For Vijay N Tewar & Co.
Chartered Accountants
Firm Registration No.: 111422W

Name of Partner: CA Vijay Tewar
Designation: Partner
Membership No.: 040676

Date: 20-11-2015
Place: Vadodara

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED
ANNEXURE -I
(Rs. in Lakhs)

| Sr. No. | Particulars | As at March 31 | | | | | |
|-----------|--|---------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | | As at Sept 30, 2015 | 2015 | 2014 | 2013 | 2012 | 2011 |
| | EQUITY AND LIABILITIES | | | | | | |
| 1) | Shareholders' Funds | | | | | | |
| | a. Share Capital | 325.00 | 325.00 | 325.00 | 325.00 | 325.00 | 75.00 |
| | b. Reserves & Surplus | 1,029.02 | 986.73 | 1,262.40 | 935.31 | 762.28 | 104.85 |
| 2) | Share Application Money Pending Allotment | - | - | - | - | - | 5.00 |
| 3) | Non-Current Liabilities | | | | | | |
| | a. Long Term Borrowings | 823.75 | 881.53 | 1,059.19 | 456.04 | 101.07 | 74.17 |
| | b. Deferred Tax Liabilities (Net) | 115.30 | 116.54 | 122.47 | 67.35 | 42.74 | 2.62 |
| | c. Other Long term liabilities | - | - | - | - | 5.00 | 5.00 |
| | d. Long Term Provisions | 7.85 | 7.31 | 3.69 | 2.53 | 1.27 | 0.30 |
| 4) | Current Liabilities | | | | | | |
| | a. Short Term Borrowings | 1,212.76 | 1,214.91 | 1,222.58 | 725.32 | 317.65 | - |
| | b. Trade Payables | 1,385.05 | 187.50 | 425.28 | 25.96 | 222.56 | 2,409.88 |
| | c. Other Current Liabilities | 165.82 | 174.27 | 345.81 | 23.90 | 6.71 | 62.26 |
| | d. Short Term Provisions | 43.31 | 49.72 | 146.28 | 85.34 | 67.47 | 14.83 |
| | TOTAL | 5,107.86 | 3,943.51 | 4,912.70 | 2,646.75 | 1,851.76 | 2,753.91 |
| | ASSETS | | | | | | |
| 1) | Non-Current Assets | | | | | | |
| | a. Fixed Assets | | | | | | |
| | i. Tangible Assets- Gross Block | 2,238.64 | 2,233.14 | 1,790.67 | 1,135.30 | 972.46 | 269.51 |
| | Depreciation | 582.96 | 475.15 | 178.32 | 107.59 | 58.41 | 41.24 |
| | Tangible assets- Net Block | 1,655.68 | 1,757.99 | 1,612.35 | 1,027.71 | 914.06 | 228.27 |
| | ii. Capital work-in-progress | 2.06 | - | 545.49 | 225.00 | - | - |
| | b. Non-current Investments | 22.61 | 24.21 | 23.73 | 4.74 | 8.34 | 385.89 |

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED
ANNEXURE -I
(Rs. in Lakhs)

| Sr. No. | Particulars | As at March 31 | | | | | |
|-----------|--------------------------------|---------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | | As at Sept 30, 2015 | 2015 | 2014 | 2013 | 2012 | 2011 |
| | c. Long Term Loans & Advances | 6.14 | 6.19 | 34.71 | 89.20 | 30.46 | 70.81 |
| 2) | Current Assets | | | | | | |
| | a. Inventories | 1,673.77 | 1,374.37 | 1,185.83 | 697.56 | 354.36 | 813.38 |
| | b. Trade Receivables | 510.99 | 541.37 | 1,135.02 | 498.64 | 531.15 | 1,121.35 |
| | c. Cash and Cash Equivalents | 11.06 | 21.65 | 0.73 | 21.55 | 0.22 | 133.07 |
| | d. Short Term Loans & Advances | 1,001.63 | 82.89 | 109.44 | 38.66 | 12.73 | - |
| | e. Other current assets | 223.91 | 134.84 | 265.39 | 43.68 | 0.44 | 1.14 |
| | TOTAL | 5,107.86 | 3,943.51 | 4,912.70 | 2,646.75 | 1,851.76 | 2,753.91 |

STATEMENT OF PROFIT AND LOSS AS RESTATED
ANNEXURE – II
(Rs. in Lakhs)

| Sr. No. | Particulars | As at Sept 30, 2015 | As at March 31 st | | | | |
|-------------|---|---------------------|------------------------------|-----------------|-----------------|-----------------|-----------------|
| | | | 2015 | 2014 | 2013 | 2012 | 2011 |
| I. | Revenue from Operations: | | | | | | |
| | Manufacturing Sales | 3,289.00 | 6,325.00 | 7,153.00 | 3,119.00 | 2,535.00 | 2,741.99 |
| | Outsource Sales | 1,528.61 | 2,262.09 | 2,628.33 | 1,336.59 | 1,010.25 | - |
| II. | Other Income | 3.72 | 25.66 | 10.71 | 13.63 | 1.76 | 35.31 |
| III. | Total Revenue I+II | 4,821.33 | 8,612.75 | 9,792.04 | 4,469.22 | 3,547.01 | 2,777.30 |
| IV | EXPENDITURE | | | | | | |
| | Cost of Materials Consumed | 4,796.26 | 8,917.80 | 8,425.02 | 4,277.02 | 2,974.06 | 2,597.28 |
| | Purchase of Stock in Trade | - | - | - | - | - | - |
| | Changes in Inventories of finished goods, WIP and stock in Trade | (352.68) | (977.24) | 237.78 | (374.47) | - | - |
| | Employee Benefits Expense | 50.48 | 162.51 | 157.23 | 98.53 | 114.81 | 37.98 |
| | Finance Costs | 128.07 | 245.15 | 229.32 | 75.53 | 56.57 | 0.40 |
| | Depreciation & Amortization Exp. | 107.81 | 259.29 | 70.73 | 49.19 | 17.16 | 7.17 |
| | Other Expenses | 40.68 | 144.45 | 185.42 | 94.79 | 134.96 | 75.64 |
| | Total Expenses | 4,770.62 | 8,751.96 | 9,305.50 | 4,220.58 | 3,297.55 | 2,718.46 |
| V | Profit before exceptional and extraordinary items and tax as restated (III-IV) | 50.71 | (139.21) | 486.54 | 248.64 | 249.46 | 58.84 |
| VI | Exceptional Items | - | (104.86) | - | - | - | - |
| VII | Profit before extraordinary items and tax as restated (V-VI) | 50.71 | (244.07) | 486.54 | 248.64 | 249.46 | 58.84 |
| VIII | Extraordinary items | - | - | - | - | - | - |
| IX | Profit before tax as restated (VII-VIII) | 50.71 | (244.07) | 486.54 | 248.64 | 249.46 | 58.84 |
| X | Tax expense | | | | | | |
| | (1) Current tax | 9.66 | - | 102.31 | 51.00 | 51.03 | 10.98 |
| | (2) Deferred tax | (1.24) | (5.93) | 55.12 | 24.61 | 40.12 | 3.69 |
| | (3) Income tax adjustment for previous years | - | - | 2.01 | - | 0.87 | (0.26) |
| XI | Profit (loss) for the period from continuing operations as restated (IX-X) | 42.29 | (238.13) | 327.09 | 173.03 | 157.43 | 44.42 |

| | | | | | | | |
|------------|---|-------------|---------------|--------------|-------------|--------------|-------------|
| XII | Earning Per Equity Share: | | | | | | |
| | 1. Basic | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |
| | 2.Diluted | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |
| | Adjusted Earning per Equity Shares | | | | | | |
| | 1.Basic | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |
| | 2.Diluted | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |

STATEMENT OF CASH FLOW AS RESTATED
ANNEXURE -III
Amount (Rs. in Lakhs)

| Particulars | As at Sept 30 2015 | As at March 31 | | | | |
|---|--------------------------|----------------|-----------------|-----------------|-----------------|-----------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Cash flow from operating activities: | | | | | | |
| Net Profit before tax as per Profit And Loss A/c | 50.71 | (244.07) | 486.54 | 248.64 | 249.46 | 58.84 |
| Adjusted for: | | | | | | |
| Depreciation | 107.81 | 259.29 | 70.73 | 49.19 | 17.16 | 7.17 |
| (Gain)/loss on Sale of Fixed Assets | - | 104.86 | - | - | - | - |
| (Surplus of depreciation written off) | - | - | - | - | - | (35.13) |
| Interest & Finance Costs | 128.07 | 245.15 | 229.32 | 75.53 | 56.57 | 0.40 |
| (Interest Income) | (3.38) | (16.73) | (4.64) | (2.36) | (1.76) | (0.18) |
| Operating Profit Before Working Capital Changes | 283.21 | 348.50 | 781.95 | 370.99 | 321.42 | 31.09 |
| Adjusted for (Increase)/Decrease | | | | | | |
| Trade Receivables | 30.38 | 593.66 | (636.38) | 32.50 | 590.21 | (889.52) |
| Inventories | (299.40) | (188.54) | (488.27) | (343.20) | 459.02 | (749.24) |
| Other Current assets | (89.08) | 130.55 | (221.71) | (43.24) | 0.70 | (65.80) |
| Loans and advances and other assets | (918.73) | 26.55 | (70.78) | (25.92) | (12.73) | 6.79 |
| Trade payables | 1,197.54 | (237.77) | 399.31 | (196.60) | (2,187.32) | 2,276.87 |
| Provisions | (15.54) | 15.15 | 2.84 | 2.10 | 1.12 | 2.63 |
| Other Liabilities | (8.45) | (171.55) | 321.91 | 12.19 | (54.55) | 61.87 |
| Cash Generated From/(used in) Operations Before Extra-Ordinary Items | 179.93 | 516.56 | 88.87 | (191.20) | (883.12) | 674.69 |
| Add:- Extra-Ordinary Items | - | - | - | - | - | - |
| Cash Generated From Operations | 179.93 | 516.56 | 88.87 | (191.20) | (883.12) | 674.69 |
| Direct Tax Paid | (0.00) | (108.08) | (45.06) | (33.96) | (0.57) | (0.61) |
| Net Cash Flow from/(used in) Operating Activities: (A) | 179.93 | 408.47 | 43.81 | (225.16) | (882.55) | 674.08 |
| Cash Flow From Investing Activities: | | | | | | |
| Purchase sale of Fixed Assets | (7.56) | (1.84) | (975.86) | (387.84) | (702.95) | (119.47) |
| Interest income | 3.38 | 16.73 | 4.64 | 2.36 | 1.76 | 0.18 |
| Non-current Investments and deposit | 1.60 | (0.48) | (18.99) | 3.60 | 377.55 | (314.40) |
| Loan and Advances | 0.05 | 28.52 | 54.49 | (58.74) | 40.35 | - |
| Net Cash Flow from/(used in) Investing Activities: (B) | (2.54) | 42.93 | (935.72) | (440.62) | (283.30) | (433.68) |

STATEMENT OF CASH FLOW AS RESTATED
ANNEXURE -III
Amount (Rs. in Lakhs)

| Particulars | As at Sept 30 2015 | As at March 31 | | | | |
|--|--------------------------|-----------------|---------------|---------------|-----------------|-----------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| <u>Cash Flow from Financing Activities:</u> | | | | | | |
| Proceeds From Share Capital | - | - | - | - | 245.00 | - |
| Proceeds From Security premium | - | - | - | - | 500.00 | - |
| Proceeds from borrowings (Net) | (59.93) | (185.33) | 1,100.40 | 762.63 | 344.56 | (107.70) |
| Interest & Financial Charges | (128.07) | (245.15) | (229.32) | (75.53) | (56.57) | (0.40) |
| Net Cash Flow from/(used in) Financing Activities (C) | (188.00) | (430.48) | 871.08 | 687.11 | 1,032.99 | (108.10) |
| Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C) | (10.60) | 20.93 | (20.83) | 21.33 | (132.85) | 132.31 |
| Cash & Cash Equivalents As At Beginning of the Year | 21.65 | 0.73 | 21.55 | 0.22 | 133.07 | 0.76 |
| Cash & Cash Equivalents As At End of the Year | 11.06 | 21.65 | 0.73 | 21.55 | 0.22 | 133.07 |



ANNEXURE – IV

SIGNIFICANT ACCOUNTING POLICIES ON ACCOUNTS:

A. Background:

- a) The restated summary statement of assets and liabilities of the Company as at September 30, 2015, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 and the related restated summary statement of profits and loss and cash flows for the financial period ended on September 30, 2015 and for the financial year ended on March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 (herein collectively referred to as ('Restated Summary Statements')) have been compiled by the management from the audited financial statements of the Company for the financial period ended on September 30, 2015 and for the financial years ended on March 31, 2015, 2014, 2013, 2012 and 2011, approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

B. Significant Accounting Policies:

a) Basis of Accounting:

For F.Y. 2010-2011 to 2013-2014: Financial statements are prepared under the historical cost convention, in accordance with accounting standards prescribed by the Institute of Chartered Accountants of India. The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis, except in case of significant uncertainties relating to the income.

For the F.Y. 2014-15 and period ended September 30, 2015: These Financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis in conformity with accounting principles generally accepted in India and comply with the Accounting standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in previous year.

b) Fixed Assets:

For the F.Y. 2010-2011 & 2011-12

All fixed assets are stated at cost of acquisition including incidental expenses related to acquisition and installation less accumulated depreciation.

For the F.Y. 2012-13

All fixed assets are stated at cost of acquisition including incidental expenses related to acquisition and installation less accumulated depreciation. The Company is in its expansion phase. During the year under review, the company has invested Rs.

2,25,00,000/- in plant & machinery, which is in the completion stage. The amount of Investment in plant & machinery is shown as capital work in process.

For the F.Y. 2013-14

All fixed assets are stated at cost of acquisition including incidental expenses related to acquisition and installation less accumulated depreciation. The Company is in its expansion phase. During the year under review, the company has invested Rs. 5,06,34,514.00 in plant & machinery, which is in the completion stage. The amount of Investment in capital work in process of plant & machinery is Rs. 5,45,49,145.00.

For the F.Y. 2014-15

All Fixed Assets are stated at their original cost less depreciation/amortization and impairment losses, if any. Cost includes acquisition cost or construction cost of Assets, expenses directly related to the location of assets and making them operational for their intended use.

In Current year Land having cost of Rs. 3,04,56,597.00 and Plant & Machinery work in progress having cost of Rs. 2,50,28,924.00 disposed off before completion of construction.

For the period ended on September 30,2015

All Fixed Assets are stated at their original cost less depreciation/amortization and impairment losses, if any. Cost includes acquisition cost or construction cost of Assets, expenses directly related to the location of assets and making them operational for their intended use.

c) Depreciation:

For the F.Y. 2010-11

The Company changed its method of computing depreciation from Reducing balance method to Straight Line Method for the long term assets. Based on Accounting Standards, the company determined that a change in method of depreciation is treated as a change in an accounting policy and is disclosed accordingly. Thus, depreciation has been recalculated in accordance with the new method from the date of the asset coming into use. The deficiency or surplus arising from retrospective recalculation of depreciation in accordance with the new method has been adjusted in account in current year and charged to the statement of Profit & Loss amounting Rs. 35,12,774/-.

For the F.Y. 2011-12 to F.Y. 2013-14

Depreciation has been provided at the rates and method prescribed under the Companies Act, 1956.

For the F.Y. 2014-15

As per Schedule II of the Companies Act, 2013, the company has to provide depreciation on the basis of useful life assigned to each asset. Thus, current year depreciation is calculated by dividing depreciable value of asset with remaining useful life of respective asset. Depreciable value of Assets having remaining useful life as NIL as on 1st April 2014 is charged to retained earning amounting Rs. 37,54,165.54.

For the period ended on September 30,2015

As per Schedule II of the Companies Act, 2013, the company has to provide depreciation on the basis of useful life assigned to each asset. Thus, current half yearly depreciation is

calculated by dividing depreciable value of asset with remaining useful life of respective asset.

d) Investments:

For the F.Y. 2010-2011

Investment is made in the form of FDR with State Bank of Saurashtra.

For the F.Y. 2011-2012

Investment is made in the form of FDR with State Bank of India and Allahabad Bank.

For the F.Y. 2012-2013 to 2014-15

Investment is made in the form of FDR with State Bank of India, Bank of Baroda and Allahabad Bank.

For the period ended on September 30, 2015

Investment is made in the form of FDR with State Bank of India and Bank of Baroda.

e) Revenue Recognition:

For the F.Y. 2010-11 to 2013-14.

Revenue is recognized on basis of terms and conditions of the contracts with the respective parties.

For the F.Y. 2014-15 & For the period ended on September 30, 2015

- Gross Sales are inclusive of excise duty, MVAT and net of returns, Discount etc.
- The company recognizes sale of goods when the significant risks and rewards of ownership are transferred to the buyer, which is usually when the goods are loaded in vehicle and are ready for dispatch after clearance from excise officials at the factory.
- Interest income is accounted on accrual basis and dividend income is accounted on receipt basis.
- Fixed Deposit Interest is accounted as per statements/documents issued by bank.

f) Contingent Liabilities:

No provision is made for the liabilities which are contingent in nature, but if material, these are disclosed by way of notes.

g) Closing Stock:

For the F.Y. 2010-11 & 2012-13

Inventories are valued at cost or Market value whichever is less, as certified by Directors.

For the F.Y. 2013-14, 2014-15 & for the period ended on September 30, 2015

Inventories are valued at lower of cost or net realizable value. Cost of inventories comprises of purchase cost and other incurred in bringing inventories to their present location and condition. The cost has been determined as under:

- Raw Material – on First in First out (FIFO) basis.
- Finished Products – at raw material, conversion cost and excise duty.
- Work-in-Process – at raw material and proportionate conversion cost.
- Packing Material – on First in First out (FIFO) basis.

h) Employees benefit :

For the F.Y. 2010-11 to 2012-13 & period ended on September 30, 2015

Provision for gratuity payable to employees is made as per provisions of the respective act.

For the F.Y. 2013-14, 2014-15 & for the period ended on September 30, 2015

- The Company's Contributions to the Provident Fund are charged to the Profit & Loss Account.
- The Employees of the Company are entitled to leave/leave encashment as per the Leave Policy of the Company.
- Termination Benefits, if any, are recognized as an expenses as and when incurred.

i) Taxation

Provision is made for income tax liability estimated to arise on the results for the year at the current rate of tax in accordance with Income Tax Act, 1961.

In accordance with the Accounting Standard 22, Accounting for Taxes on Income, issued by ICAI, deferred tax resulting from timing difference between Book profit and Tax profit is accounted for, at the current rate of tax.

Deferred Tax arising on account of depreciation and gratuity provision is recognized only to the extent there is a reasonable certainty of realization.

j) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company are segregated based on the available information.

k) Details of Deferred Tax Liabilities (Net)

| Particulars | As at Sept 30, 2015 | As at March 31, | | | | |
|---|---------------------|-----------------|-----------------|----------------|----------------|---------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Deferred Tax (Liability)/ Asset Opening | (116.54) | (122.47) | (67.35) | (42.74) | (2.62) | 1.07 |
| <u>Deferred tax liability</u> | | | | | | |
| On difference of depreciation of fixed asset as per book & as per tax | (2.66) | (15.39) | 179.79 | 81.05 | 130.89 | 12.35 |
| | (2.66) | (15.39) | 179.79 | 81.05 | 130.89 | 12.35 |
| <u>Deferred tax asset</u> | | | | | | |
| Disallowances under section 40a & 43B of Income tax Act | 1.34 | 3.81 | 1.39 | 1.42 | 1.06 | 0.41 |
| | 1.34 | 3.81 | 1.39 | 1.42 | 1.06 | 0.41 |
| Deferred tax provision for the year | 1.24 | 5.93 | (55.12) | (24.61) | (40.12) | (3.69) |
| Deferred Tax Liability | (115.30) | (116.54) | (122.47) | (67.35) | (42.74) | (2.62) |
| Total (Rs.) | (115.30) | (116.54) | (122.47) | (67.35) | (42.74) | (2.62) |

ANNEXURE V:

NOTES ON ACCOUNTS:

- i) The name of company has been change to Ruby Cables Limited which was originally incorporated as Ekank Cables Limited.
- ii) There is significant change in management of the company from 01st August, 2010.
- iii) We relied upon the authorised signature of Directors in vouchers.
- iv) We have relied on records verified by the Statutory Auditor and reports of them for the period from 01-04-2010 to 30-09-2015.
- v) Expenditure in foreign currency :

| Sr. No | Details | Sept 30, 2015 | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010-11 |
|--------|-------------------|---------------|---------|---------|---------|---------|---------|
| 1 | Foreign Traveling | NIL | NIL | NIL | NIL | NIL | NIL |
| 2 | License Fees | NIL | NIL | NIL | NIL | NIL | NIL |
| 3 | Books | NIL | NIL | NIL | NIL | NIL | NIL |

- vi) Earning in foreign exchange :

| Sr. No | Details | Sept 30, 2015 | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010-11 |
|--------|------------------------|---------------|---------|---------|---------|---------|---------|
| 1 | Professional Fees | NIL | NIL | NIL | NIL | NIL | NIL |
| 2 | Commission on Software | NIL | NIL | NIL | NIL | NIL | NIL |

- vii) Remuneration to Directors :

(Rs.in Lakhs)

| Sr. No. | Details | Sept 30, 2015 | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010-11 |
|---------|--------------------|---------------|--------------|--------------|--------------|--------------|-------------|
| 1 | Chirag N Gada | 10.00 | 24.00 | 10.25 | 9.00 | 9.00 | 5.25 |
| 2 | Mitul Thakkar | - | - | 1.65 | 6.60 | 6.60 | 3.85 |
| | Total (Rs.) | 10.00 | 24.00 | 11.90 | 15.60 | 15.60 | 9.10 |

- viii) Remuneration to Auditors :

(Rs.in Lakhs)

| Particulars | Sept 30, 2015 | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010-11 |
|--------------------------------|---------------|--------------|--------------|-------------|-------------|-------------|
| For Audit fees | - | 10.00 | 10.00 | 5.00 | 5.00 | 1.50 |
| For Income Tax & Other matters | - | 0.10 | 0.10 | 0.05 | 0.05 | 0.05 |
| Total | - | 10.10 | 10.10 | 5.05 | 5.05 | 1.55 |

ix) Earning Per Share :

(Rs.in Lakhs)

| Particulars | Sept 30, 2015 | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010- 11 |
|---|---------------------|----------|---------|---------|---------|-------------|
| Net Profit after Tax | 42.29 | (238.13) | 327.09 | 173.03 | 157.43 | 44.42 |
| Weighted Average Number of Equity Shares (No's) | 32.50 | 32.50 | 32.50 | 32.50 | 7.57 | 7.50 |
| Earning Per Share before adjustment of Income Tax of earlier year (in Rs.) | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |

x) **Segment Reporting:**

The company at present is engaged in the business of manufacturing and trading of cables and wires, which constitute a single business segment. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS -17 are not applicable to the Company.

xi) **Exceptional Item (2014-15):**

During the year Company has incurred loss of Rs. 1,04,85,521.00 from sale of Land costing Rs. 3,04,56,597.00 and Plant & Machinery (WIP) costing Rs. 2,50,28,924.00. Total Sales value of land and Plant & Machinery (WIP) is Rs. 4,50,00,000.00. This Loss shown under Exceptional item in statement of Profit & loss.

- xii) There is no small-scale industrial undertaking to whom the company owes which are outstanding for more than 30 days.
- xiii) "The company is an SMC as defined in the general instruction in respect of accounting standards noticed under the Companies Act, 1956. Accordingly, the company has complied with the accounting standards as applicable to an SMC".
- xiv) The amount of Income Tax is provided in accordance with the provisions of Income Tax Act, 1961.
- xv) Debtors / creditors, Loan & Advances are subject to confirmation. Hence amounts are subject to adjustments if any variations are found in confirmation.
- xvi) For the F.Y. 2010-11 Vat Refundable was considered as the refund to be received from the department. But after rectification it is not refundable and transfer to Profit & Loss A/c.
- xvii) In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- xviii) The figures of the previous years have been regrouped / re-arranged / reclassified wherever found necessary to make them comparable with those of current year. The company has compiled the above accounts based on the revised/modified schedule III applicable for the relevant accounting periods. The disclosure requirements are made in the notes to accounts or by way of additional statements.



Details of Share Capital as Restated

ANNEXURE – VI

(Rs.in Lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31 | | | | |
|---|------------------------|----------------|---------------|---------------|---------------|--------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Authorised Share capital | | | | | | |
| Equity Share of Rs. 10/- each | 1,000.00 | 1,000.00 | 1,000.00 | 500.00 | 500.00 | 150.00 |
| Issued, Subscribed & Paid Up Share Capital | | | | | | |
| Equity Share of Rs. 10/- each | 325.00 | 325.00 | 325.00 | 325.00 | 325.00 | 75.00 |
| Total (Rs.) | 325.00 | 325.00 | 325.00 | 325.00 | 325.00 | 75.00 |

Reconciliation of Number of Shares Outstanding.

(No.in Lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31 | | | | |
|--|------------------------|----------------|-------|-------|-------|------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Equity Shares outstanding at the beginning of the year | 32.50 | 32.50 | 32.50 | 32.50 | 7.50 | 7.50 |
| Add: Shares Issued during the year | - | - | - | - | 25.00 | - |
| Equity Shares outstanding at the end of the reporting year | 32.50 | 32.50 | 32.50 | 32.50 | 32.50 | 7.50 |

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

| Name of Shareholder | As at September 30, 2015 | | As at March | | | | | | | | | |
|------------------------------|--------------------------|--------|---------------|--------|---------------|--------|---------------|--------|---------------|--------|---------------|--------|
| | | | 2015 | | 2014 | | 2013 | | 2012 | | 2011 | |
| | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % |
| CHIRAG N GADA | 13,28,197 | 40.87% | 13,28,197 | 40.87% | 10,78,207 | 33.18% | 3,94,722 | 12.15% | 3,94,722 | 12.15% | 1,44,723 | 19.30% |
| JATIN N GADA | 2,96,792 | 9.13% | 2,96,792 | 9.13% | 2,96,792 | 9.13% | 2,96,792 | 9.13% | 2,96,792 | 9.13% | 46,792 | 6.24% |
| JAGDISH THAKKAR | - | - | - | - | - | - | 3,20,189 | 9.85% | 3,20,189 | 9.85% | 70,189 | 9.36% |
| MITUL J THAKKAR | - | - | - | - | - | - | 4,29,801 | 13.22% | 4,29,801 | 13.22% | 1,79,802 | 23.97% |
| RINKU C GADA | - | - | - | - | 2,50,001 | 7.69% | 2,50,001 | 7.69% | 2,50,001 | 7.69% | - | - |
| NEHA M THAKKAR | - | - | - | - | - | - | 2,50,001 | 7.69% | 2,50,001 | 7.69% | - | - |
| SHRISHTI INVESTMENTS | - | - | - | - | - | - | 2,50,000 | 7.69% | 2,50,000 | 7.69% | - | - |
| NIVEDITA INVESTMENT BUSINESS | - | - | - | - | - | - | 2,50,000 | 7.69% | 2,50,000 | 7.69% | - | - |
| RADHITA INVESTMENT BUSINESS | - | - | - | - | - | - | 5,00,000 | 15.38% | 5,00,000 | 15.38% | - | - |
| MADHURI FINSERVE PVT LTD. | 16,24,940 | 50.00% | 16,24,940 | 50.00% | 16,24,940 | 50.00% | - | - | - | - | - | - |
| DIAMOND PROJECTS LIMITED | - | - | - | - | - | - | 3,08,494 | 9.49% | 3,08,494 | 9.49% | 3,08,494 | 41.13% |

DETAILS OF RESERVES & SURPLUS AS RESTATED
ANNEXURE - VII
(In Rs. Lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31 | | | | |
|--|------------------------|----------------|-----------------|---------------|---------------|---------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Profit and Loss account Opening Balance | 486.73 | 762.40 | 435.31 | 262.28 | 104.85 | 60.43 |
| Add : Profit for the period | 42.29 | (238.13) | 327.09 | 173.03 | 157.43 | 44.42 |
| Less : Carrying Value of Asset having NIL useful Life | - | 37.54 | - | - | - | - |
| | 529.02 | 486.73 | 762.40 | 435.31 | 262.28 | 104.85 |
| Share Premium | 500.00 | 500.00 | 500.00 | 500.00 | 500.00 | - |
| TOTAL (Rs.) | 1,029.02 | 986.73 | 1,262.40 | 935.31 | 762.28 | 104.85 |

DETAILS OF LONG TERM BORROWINGS AS RESTATED
ANNEXURE - VIII
Amount (Rs. in Lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31 | | | | |
|--|------------------------|----------------|-----------------|---------------|---------------|--------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Secured | | | | | | |
| State Bank of India - Audi Car Loan | 25.12 | 29.03 | 33.06 | - | - | - |
| Term Loan - 34870600000574 - Hypothecated with Plant & Machinery | 298.63 | 352.50 | 526.12 | 369.81 | - | - |
| Unsecured | | | | | | |
| From promoter/ group companies/ subsidiaries/ material associate companies | - | - | - | 48.46 | 60.64 | 20.79 |
| From others | 500.00 | 500.00 | 500.00 | 37.78 | 40.43 | 53.38 |
| TOTAL | 823.75 | 881.53 | 1,059.19 | 456.04 | 101.07 | 74.17 |

Notes:

1. SBI Audi Car Loan taken on 27.12.2013 at the interest rate of 10.75% repayment on monthly instalments, further interest rate for FY 14-15 is 10.60%
2. BOB Term Loan taken at the interest rate of 14.75%, repayment in 60 instalments with moratorium period of 8 month against hypothecation of Plant & Machinery etc. situated at factory premises etc.
3. For unsecured loan no terms and conditions stipulated, the same is repayable on mutual consent.

DETAILS OF DEFERRED TAX LIABILITIES (NET) AS RESTATED
ANNEXURE - IX
(In Rs. Lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31 | | | | |
|---|------------------------|-----------------|-----------------|----------------|----------------|---------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Deferred Tax (Liability)/Asset Opening | (116.54) | (122.47) | (67.35) | (42.74) | (2.62) | 1.07 |
| <u>Deferred tax Liability</u> | | | | | | |
| On Difference of depreciation of Fixed Asset as per Book & as per Tax | (2.66) | (15.39) | 179.79 | 81.05 | 130.89 | 12.35 |
| | (2.66) | (15.39) | 179.79 | 81.05 | 130.89 | 12.35 |
| <u>Deferred Tax Asset</u> | | | | | | |
| Disallowances under section 40a & 43B of Income Tax Act | 1.34 | 3.81 | 1.39 | 1.42 | 1.06 | 0.41 |
| | 1.34 | 3.81 | 1.39 | 1.42 | 1.06 | 0.41 |
| Deferred tax provision for the year | 1.24 | 5.93 | (55.12) | (24.61) | (40.12) | (3.69) |
| Deferred Tax Liability | (115.30) | (116.54) | (122.47) | (67.35) | (42.74) | (2.62) |
| Total (Rs.) | (115.30) | (116.54) | (122.47) | (67.35) | (42.74) | (2.62) |

DETAILS OF OTHER LONG TERM LIABILITIES AS RESTATED
ANNEXURE X
(In Rs. Lakhs)

| Particulars | As at September 30, 2015 | As at March 31 | | | | |
|-----------------------|--------------------------------|----------------|----------|----------|-------------|-------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Deposit from Employee | - | - | - | - | 5.00 | 5.00 |
| Total (Rs.) | - | - | - | - | 5.00 | 5.00 |

DETAILS OF LONG TERM PROVISIONS AS RESTATED
ANNEXURE XI
(In Rs. Lakhs)

| Particulars | As at September 30, 2015 | As at March 31 | | | | |
|--------------------|-----------------------------|----------------|-------------|-------------|-------------|-------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Gratuity Provision | 7.85 | 7.31 | 3.69 | 2.53 | 1.27 | 0.30 |
| Total (Rs.) | 7.85 | 7.31 | 3.69 | 2.53 | 1.27 | 0.30 |

DETAILS OF SHORT TERM BORROWINGS AS RESTATED
ANNEXURE – XII
(In Rs. Lakhs)

| Particulars | As at September 30, 2015 | As at March 31 | | | | |
|---|-----------------------------|-----------------|-----------------|---------------|---------------|----------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Bank OD A/c - Hypothecated with Stock & Sundry Debtors | 1,212.76 | 1,214.91 | 1,222.58 | 725.32 | 317.65 | - |
| Total (Rs.) | 1,212.76 | 1,214.91 | 1,222.58 | 725.32 | 317.65 | - |

Note:

1. Allahabad Bank CC sanction pass on 30.03.2011 for sanction limit of Rs. 500.00 Lacs at the Interest rate of 12.50% (BR + 3%) for a period of one year, repayable on demand.
2. BOB : Taken on 12.11.2012 sanction limit of Rs. 10 Cr. At the interest rate of 3% above base rate i.e. 13.25%, Period : 12 month against DP note executed by company, letter of continuity security, book debt undertaking etc and further on 01.01.2014 sanction limit of Rs.Cr at the interest rate of 3% above base rate i.e. 13%.

DETAILS OF TRADE PAYABLES AS RESTATED
Annexure XIII
(In Rs. Lakhs)

| Particulars | As at September 30, 2015 | As at March 31 | | | | |
|------------------------------------|--------------------------------|----------------|---------------|--------------|---------------|-----------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Creditors for Expenses | 76.94 | 24.09 | 34.56 | 12.58 | 13.08 | 18.75 |
| Creditors for Goods | 15.51 | 2.72 | 9.44 | 8.93 | 9.04 | 2,360.32 |
| Creditors for Other | 849.34 | 7.62 | 6.50 | 4.45 | 1.21 | 30.81 |
| Creditors for Packing Materials | 1.90 | 18.21 | 45.12 | - | - | - |
| Creditors for Raw Materials | 441.35 | 134.86 | 329.66 | - | 199.24 | - |
| Total (Rs.) | 1,385.05 | 187.50 | 425.28 | 25.96 | 222.56 | 2,409.88 |

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED
ANNEXURE – XIV
(In Rs. Lakhs)

| Particulars | As at September 30, 2015 | As at March 31 | | | | |
|---|--------------------------------|----------------|---------------|--------------|-------------|--------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Current maturities of Long term debt | | | | | | |
| SBI Audi Loan | 4.04 | 4.04 | 4.04 | - | - | - |
| Instalment of Term Loan / (Repayable within one year) | 153.00 | 153.00 | 153.00 | - | - | - |
| Interest payable | - | - | - | 0.10 | 0.05 | 0.39 |
| Duties & Taxes | | | | | | |
| Professional Tax | - | 0.05 | 0.03 | 0.04 | 0.03 | 0.09 |
| Service Tax Payable | 0.58 | 0.74 | 2.67 | - | 0.01 | - |
| Provident Fund - Employee's Contribution | - | - | - | - | 0.27 | - |
| VAT Payable | 7.69 | 12.72 | 182.34 | 21.82 | 4.98 | 60.09 |
| TDS payable | 0.51 | 3.72 | 3.73 | 1.95 | 1.37 | 1.69 |
| Total (Rs.) | 165.82 | 174.27 | 345.81 | 23.90 | 6.71 | 62.26 |

DETAILS OF SHORT TERM PROVISIONS AS RESTATED
ANNEXURE – XV
(In Rs. Lakhs)

| Particulars | As at September 30, 2015 | As at March 31 | | | | |
|--|--------------------------------|----------------|---------------|--------------|--------------|--------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Provision For Employees Benefit | | | | | | |
| Provident Fund Payable | - | 0.88 | 0.70 | 0.53 | - | 0.40 |
| Provision For EX-Gratia (Overtime) | - | 1.25 | 1.31 | 0.84 | 0.89 | - |
| Provision For Wages & Salaries | - | 4.21 | 3.42 | 2.63 | 2.69 | 1.62 |
| Provisions for Gratuity | 1.58 | 0.77 | 0.58 | 0.35 | 0.20 | 0.10 |
| Others | | | | | | |
| Provision for Expenses | - | 10.54 | 0.11 | 0.09 | (0.16) | 1.33 |
| Provision for Income Tax | 41.73 | 32.07 | 140.15 | 80.89 | 63.86 | 11.38 |
| Total (Rs.) | 43.31 | 49.72 | 146.28 | 85.34 | 67.47 | 14.83 |

DETAILS OF FIXED ASSETS AS RESTATED

Annexure XVI
Amount (Rs. in lakhs)

| Particulars | At Cost 01.04.2015 | Gross Block | | | | | | | Net Block | |
|-----------------------|-----------------------|-------------------------|--------------------------|---------------------|-----------------------------|--------------------------|--------------------------------------|---------------------|-------------------|-------------------|
| | | Addition/ Adjustment | Deduction/ Adjustment | Total 30.09.2015 | Accumulated Depreciation | Deduction/ Adjustment | Depreciated on During the Year | Total 30.09.2015 | WDV 31.03.2015 | WDV 30.09.2015 |
| Land (GIDC) | 23.06 | - | - | 23.06 | - | - | - | - | 23.06 | 23.06 |
| Building | 206.24 | - | - | 206.24 | 25.85 | - | 1.85 | 27.70 | 180.39 | 178.54 |
| Road | 27.59 | - | - | 27.59 | 4.89 | - | 1.78 | 6.67 | 22.70 | 20.92 |
| Air Condition | 5.67 | - | - | 5.67 | 3.29 | - | 1.08 | 4.37 | 2.38 | 1.31 |
| Office Equipment | 3.38 | - | - | 3.38 | 2.33 | - | 0.55 | 2.89 | 1.04 | 0.49 |
| Projector | 0.30 | - | - | 0.30 | 0.15 | - | 0.06 | 0.21 | 0.14 | 0.09 |
| Electrification | 9.96 | - | - | 9.96 | 5.35 | - | 0.34 | 5.69 | 4.60 | 4.26 |
| EPBX | 0.33 | - | - | 0.33 | 0.08 | - | 0.02 | 0.10 | 0.25 | 0.23 |
| Fax Machine | 0.10 | - | - | 0.10 | 0.10 | - | - | 0.10 | 0.01 | 0.01 |
| Zerox machine | 0.24 | - | - | 0.24 | 0.23 | - | - | 0.23 | 0.01 | 0.01 |
| Audi 05 | 42.00 | - | - | 42.00 | 6.00 | - | 2.51 | 8.51 | 36.00 | 33.49 |
| Bajaj platina Vehicle | 0.46 | - | - | 0.46 | 0.20 | - | 0.02 | 0.22 | 0.26 | 0.24 |
| TATA Winger | 5.92 | - | - | 5.92 | 2.33 | - | 0.34 | 2.66 | 3.60 | 3.26 |
| Toyota Innova | 5.75 | - | - | 5.75 | 1.23 | - | 0.35 | 1.58 | 4.52 | 4.17 |
| Computer & Software | 15.59 | - | - | 15.59 | 12.25 | - | 0.56 | 12.81 | 3.34 | 2.79 |
| Printer | 0.24 | - | - | 0.24 | 0.15 | - | 0.05 | 0.20 | 0.09 | 0.04 |
| Furniture | 23.58 | - | - | 23.58 | 8.04 | - | 1.19 | 9.23 | 15.54 | 14.35 |
| Plant & Machinery | 1862.74 | 5.50 | - | 1868.24 | 402.69 | - | 97.13 | 499.81 | 1,460.06 | 1,368.43 |
| GRAND TOTAL | 2233.14 | 5.50 | - | 2238.64 | 475.15 | - | 107.81 | 582.96 | 1,757.99 | 1,655.68 |
| Previous Year | 2336.16 | 896.83 | 999.85 | 2233.14 | 178.32 | 37.54 | 259.29 | 475.15 | 1,876.65 | 1,757.99 |

| Particular | At Cost 01.04.2014 | Gross Block | | | Dep. As On 01.04.2014 (Slm) | Depreciation | | | Net Bolck | |
|----------------------------|-----------------------|---------------------------------|------------------------------|---------------------|-----------------------------------|--------------------------|-------------------------------------|---------------------|-------------------|-----------------|
| | | Additio n/ Adjust ment | Deduction/ Adjustmen t | Total 31.03.2015 | | Deduction/Adjus tment | Depreciati on During The Year | Total 31.03.2015 | Wdv 31.03.2014 | Wdv 31.03.2015 |
| Land (GIDC) | 123.82 | 203.80 | 304.57 | 23.06 | | | | | 123.82 | 23.06 |
| Building | 118.41 | 87.82 | - | 206.24 | 20.63 | | 5.22 | 25.85 | 97.79 | 180.39 |
| Road | 27.59 | - | - | 27.59 | 1.33 | - | 3.56 | 4.89 | 26.26 | 22.70 |
| Air Condition | 5.67 | - | - | 5.67 | 0.91 | 0.22 | 2.16 | 3.29 | 4.76 | 2.38 |
| Office Equipments | 3.16 | 0.22 | - | 3.38 | 1.22 | - | 1.11 | 2.33 | 1.94 | 1.04 |
| Projectors | 0.30 | - | - | 0.30 | 0.04 | - | 0.11 | 0.15 | 0.26 | 0.14 |
| Electrification | 9.96 | - | - | 9.96 | 3.44 | 1.23 | 0.68 | 5.35 | 6.52 | 4.60 |
| EPBX | 0.33 | - | - | 0.33 | 0.04 | - | 0.04 | 0.08 | 0.29 | 0.25 |
| Fax machine | 0.10 | - | - | 0.10 | 0.04 | 0.05 | | 0.10 | 0.06 | 0.01 |
| Zerox Machine | 0.24 | - | - | 0.24 | 0.09 | 0.14 | - | 0.23 | 0.15 | 0.01 |
| Audi 05 | 42.00 | | | 42.00 | 0.98 | - | 5.02 | 6.00 | 41.02 | 36.00 |
| Bajaj Platina Vehicle | 0.46 | - | - | 0.46 | 0.15 | - | 0.04 | 0.20 | 0.31 | 0.26 |
| TATA Winger | 5.92 | | | 5.92 | 1.55 | - | 0.78 | 2.33 | 4.37 | 3.60 |
| Toyota Inova | 5.75 | - | - | 5.75 | 0.53 | - | 0.70 | 1.23 | 5.22 | 4.52 |
| Computer & Software | 12.46 | 3.13 | - | 15.59 | 6.16 | 1.04 | 5.05 | 12.25 | 6.30 | 3.34 |
| Printer | 0.24 | - | - | 0.24 | 0.05 | - | 0.10 | 0.15 | 0.19 | 0.09 |
| Furniture | 23.58 | - | - | 23.58 | 5.18 | - | 2.87 | 8.04 | 18.41 | 15.54 |
| Plant & Machinery | 1410.68 | 452.06 | - | 1862.74 | 135.97 | 34.86 | 231.86 | 402.69 | 1,274.71 | 1,460.06 |
| GRAND TOTAL | 1790.67 | 896.83 | 999.85 | 2233.14 | 178.32 | 37.54 | 259.29 | 475.15 | 1,612.35 | 1,757.99 |
| Previous Year Total | 1135.30 | 655.37 | - | 1790.67 | 107.59 | - | 70.73 | 178.32 | 1,027.71 | 1,612.35 |

| Particulars | At Cost 01.04.2013 | Gross Block | | | Depreciation | | | Net Bolck | |
|------------------------|-----------------------|-------------------------|--------------------------|-----------------|--------------------------|--------------------|---------------------|-------------------|-----------------|
| | | Addition/ Adjustment | Deduction/ Adjustment | Total | Dep. As On 01.04.2013 | During The Year | Total 31.03.2014 | Wdv 31.03.2013 | Wdv 31.03.2014 |
| Air Condition | 5.67 | - | - | 5.67 | 0.64 | 0.27 | 0.91 | 5.03 | 4.76 |
| Audi D5 | - | 42.00 | - | 42.00 | | 0.98 | 0.98 | | 41.02 |
| Bajaj Platina Vehicle | 0.46 | - | - | 0.46 | 0.11 | 0.04 | 0.15 | 0.35 | 0.31 |
| Building | 118.41 | - | - | 118.41 | 16.67 | 3.96 | 20.63 | 101.74 | 97.79 |
| Computer & Software | 12.09 | 0.37 | - | 12.46 | 4.31 | 1.84 | 6.16 | 7.78 | 6.30 |
| Electrification | 9.96 | - | - | 9.96 | 2.97 | 0.47 | 3.44 | 6.99 | 6.52 |
| EPBX | 0.33 | - | - | 0.33 | 0.03 | 0.02 | 0.04 | 0.30 | 0.29 |
| Fax Machine | 0.10 | - | - | 0.10 | 0.04 | 0.00 | 0.04 | 0.06 | 0.06 |
| Furniture | 23.58 | - | - | 23.58 | 3.68 | 1.50 | 5.18 | 19.90 | 18.41 |
| Land (GIDC) | 23.06 | 100.76 | - | 123.82 | - | - | - | 23.06 | 123.82 |
| Office Equipment | 3.16 | - | - | 3.16 | 1.07 | 0.15 | 1.22 | 2.09 | 1.94 |
| Plant & Machinery | 904.33 | 506.35 | - | 1410.68 | 76.06 | 59.90 | 135.97 | 828.27 | 1,274.71 |
| Printer | 0.10 | 0.14 | - | 0.24 | 0.03 | 0.02 | 0.05 | 0.07 | 0.19 |
| Projector | 0.30 | - | - | 0.30 | 0.03 | 0.01 | 0.04 | 0.27 | 0.26 |
| Road | 27.59 | - | - | 27.59 | 0.88 | 0.45 | 1.33 | 26.71 | 26.26 |
| TATA Winger | 5.92 | - | - | 5.92 | 0.99 | 0.56 | 1.55 | 4.94 | 4.37 |
| Toyota Inova | | 5.75 | | 5.75 | | 0.53 | 0.53 | | 5.22 |
| Zerox machine | 0.24 | - | - | 0.24 | 0.08 | 0.01 | 0.09 | 0.16 | 0.15 |
| GRAND TOTAL | 1,135.30 | 655.37 | - | 1,790.67 | 107.59 | 70.73 | 178.32 | 1,027.71 | 1,612.35 |
| Previous Year | 972.46 | 162.84 | - | 1,135.30 | 58.41 | 49.19 | 107.59 | 914.06 | 1,027.71 |

| Particular | At Cost | Gross Block | | | Depreciation | | | Net Bolck | |
|----------------------------|---------------|-------------------------|--------------------------|----------------|--------------------------|------------------------------------|---------------------|-------------------|----------------|
| | | Addition/ Adjustment | Deduction/ Adjustment | Total | Dep. As On 01.04.2012 | Depreciation During The Year | Total 31.03.2013 | Wdv 31.03.2012 | Wdv 31.03.2013 |
| Air Condition | 5.67 | - | - | 5.67 | 0.38 | 0.27 | 0.64 | 5.30 | 5.03 |
| Building | 75.00 | - | - | 75.00 | 2.23 | 2.50 | 4.73 | 72.77 | 70.26 |
| Computer | 12.09 | - | - | 12.09 | 2.49 | 1.82 | 4.31 | 9.60 | 7.78 |
| Electrification | 9.96 | - | - | 9.96 | 2.49 | 0.47 | 2.97 | 7.46 | 6.99 |
| Furniture | 23.58 | - | - | 23.58 | 2.18 | 1.50 | 3.68 | 21.40 | 19.90 |
| Land (GIDC) | 23.06 | - | - | 23.06 | - | - | - | 23.06 | 23.06 |
| Plant & Machinery | 741.63 | 162.70 | - | 904.33 | 36.16 | 39.90 | 76.06 | 705.47 | 828.27 |
| Road | 27.59 | - | - | 27.59 | 0.43 | 0.45 | 0.88 | 27.16 | 26.71 |
| Vehicle | 0.46 | - | - | 0.46 | 0.07 | 0.04 | 0.11 | 0.39 | 0.35 |
| Factory Building | 43.42 | - | - | 43.42 | 10.49 | 1.45 | 11.94 | 32.93 | 31.48 |
| Office Equipment | 3.02 | 0.14 | - | 3.16 | 0.93 | 0.15 | 1.07 | 2.09 | 2.09 |
| TATA Winger | 5.92 | - | - | 5.92 | 0.43 | 0.56 | 0.99 | 5.50 | 4.94 |
| Fax machine | 0.10 | - | - | 0.10 | 0.03 | 0.00 | 0.04 | 0.07 | 0.06 |
| Zerox Machine | 0.24 | - | - | 0.24 | 0.07 | 0.01 | 0.08 | 0.17 | 0.16 |
| Printer | 0.10 | - | - | 0.10 | 0.01 | 0.02 | 0.03 | 0.08 | 0.07 |
| EPBX | 0.33 | - | - | 0.33 | 0.01 | 0.02 | 0.03 | 0.32 | 0.30 |
| Projectors | 0.30 | - | - | 0.30 | 0.01 | 0.01 | 0.03 | 0.28 | 0.27 |
| | | | | | | | | | |
| Grand Total | 972.46 | 162.84 | - | 1135.30 | 58.41 | 49.19 | 107.59 | 914.06 | 1027.71 |
| Previous Year Total | 269.51 | 703.65 | 0.70 | 972.46 | 41.24 | 17.16 | 58.41 | 228.27 | 914.06 |

| Particulars | At Cost | Gross Block | | | Depreciation | | | Net Block | |
|----------------------------|---------------|-------------------------|--------------------------|---------------------|--------------------|------------------|---------------------|-------------------|----------------|
| | | Addition/ Adjustment | Deduction/ Adjustment | Total 31.03.2012 | Dep. 01.04.2011 | During The Yr | Total 31.03.2012 | Wdv 31.03.2011 | Wdv 31.03.2012 |
| Air Condition | 2.79 | 2.88 | - | 5.67 | 0.11 | 0.26 | 0.38 | 2.68 | 5.30 |
| Building | 52.34 | 22.66 | - | 75.00 | 0.37 | 1.86 | 2.23 | 51.97 | 72.77 |
| Computer | 3.27 | 8.82 | - | 12.09 | 0.93 | 1.56 | 2.49 | 2.35 | 9.60 |
| Electrification | 6.33 | 3.65 | 0.02 | 9.96 | 2.05 | 0.44 | 2.49 | 4.28 | 7.46 |
| Furniture | 10.33 | 13.33 | 0.08 | 23.58 | 0.83 | 1.36 | 2.18 | 9.51 | 21.40 |
| Land (GIDC) | 17.46 | 5.60 | - | 23.06 | - | - | - | 17.46 | 23.06 |
| Plant & Machinery | 118.97 | 623.26 | 0.60 | 741.63 | 26.95 | 9.21 | 36.16 | 92.02 | 705.47 |
| Road | 10.78 | 16.81 | - | 27.59 | 0.07 | 0.36 | 0.43 | 10.71 | 27.16 |
| Vehicle | 0.46 | - | - | 0.46 | 0.02 | 0.04 | 0.07 | 0.44 | 0.39 |
| Factory Building | 43.42 | - | - | 43.42 | 9.04 | 1.45 | 10.49 | 34.38 | 32.93 |
| Office Equipments | 3.02 | - | - | 3.02 | 0.78 | 0.14 | 0.93 | 2.24 | 2.09 |
| TATA Winger | - | 5.92 | - | 5.92 | | 0.43 | 0.43 | | 5.50 |
| Fax Machine | 0.10 | - | -- | 0.10 | 0.03 | 0.00 | 0.03 | 0.07 | 0.07 |
| Zerox machine | 0.24 | - | - | 0.24 | 0.06 | 0.01 | 0.07 | 0.18 | 0.17 |
| Printer | - | 0.10 | - | 0.10 | - | 0.01 | 0.01 | - | 0.08 |
| EPBX | - | 0.33 | - | 0.33 | - | 0.01 | 0.01 | - | 0.32 |
| Projector | - | 0.30 | - | 0.30 | - | 0.01 | 0.01 | - | 0.28 |
| GRAND TOTAL | 269.51 | 703.65 | 0.70 | 972.46 | 41.24 | 17.16 | 58.41 | 228.27 | 914.06 |
| Previous Year Total | 150.05 | 119.47 | - | 269.51 | 69.20 | 7.17 | 41.24 | 80.84 | 228.27 |

DETAILS OF NON CURRENT INVESTMENTS AS RESTATED
ANNEXURE – XVII
(Rs. in Lakhs)

| Particulars | As at September 30, 2015 | As at March 31 | | | | |
|-------------------------------|--------------------------------|----------------|--------------|-------------|-------------|---------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| State Bank Of India FD | - | - | - | - | 5.26 | 5.00 |
| Deposit | | | | | | |
| Security Deposit | - | - | - | - | - | 377.89 |
| Other deposits | 22.61 | 24.21 | 23.73 | 4.74 | 3.08 | 3.00 |
| TOTAL (Rs.) | 22.61 | 24.21 | 23.73 | 4.74 | 8.34 | 385.89 |

DETAILS OF LONG TERM LOANS AND ADVANCES AS RESTATED
ANNEXURE – XVIII
(In Rs. Lakhs)

| Particulars | As at September 30, 2015 | As at March 31, | | | | |
|--------------------------------|--------------------------------|-----------------|--------------|--------------|--------------|--------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| <u>Unsecured</u> | | | | | | |
| Advance Salary | - | - | - | - | - | - |
| Unsecured Advances to others | 0.06 | 0.10 | 34.27 | 85.21 | 11.40 | 70.61 |
| TDS Receivables | 6.01 | 6.01 | 0.45 | 0.19 | 0.23 | 0.20 |
| Margin Money on Bank Guarantee | 0.08 | 0.08 | - | 3.80 | 18.84 | - |
| Total (Rs.) | 6.14 | 6.19 | 34.71 | 89.20 | 30.46 | 70.81 |

DETAILS OF INVENTORIES AS RESTATED
ANNEXURE – XIX
(In Rs. Lakhs)

| Particulars | As at September 30, 2015 | As at March 31, | | | | |
|----------------------|--------------------------------|-----------------|-----------------|---------------|---------------|---------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Raw Material | 125.71 | 33.07 | 694.46 | 323.10 | 224.60 | 448.51 |
| Goods in transits | 72.74 | 222.81 | 351.70 | - | - | - |
| Finished Goods | 108.87 | 60.66 | 87.12 | 173.12 | 17.01 | 74.67 |
| Work - in - Progress | 1,357.74 | 1,053.27 | 49.56 | 201.35 | 112.75 | 290.20 |
| Packing Material | 8.69 | 4.57 | 2.99 | - | - | - |
| Other | 0.03 | - | - | - | - | - |
| Total (Rs.) | 1,673.77 | 1,374.37 | 1,185.83 | 697.56 | 354.36 | 813.38 |

DETAILS OF TRADE RECEIVABLES AS RESTATED
ANNEXURE – XX
(Rs. in lakhs)

| Particulars | As at September 30, 2015 | As at March 31, | | | | |
|--|--------------------------|-----------------|-----------------|---------------|---------------|-----------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| <u>Outstanding for exceeding six months</u> | | | | | | |
| a) Unsecured, Considered Good : | 174.16 | 17.30 | 14.75 | 14.95 | 11.44 | 11.44 |
| b) Doubtful | - | - | - | - | - | - |
| <u>Other debts</u> | | | | | | |
| Unsecured, Considered Good : | 336.83 | 524.07 | 1,120.27 | 483.69 | 519.71 | 1,109.92 |
| TOTAL (Rs.) | 510.99 | 541.37 | 1,135.02 | 498.64 | 531.15 | 1,121.35 |

DETAILS OF CASH AND BANK BALANCES AS RESTATED
ANNEXURE – XXI
(Rs. in lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31, | | | | |
|--------------------|---------------------|-----------------|-------------|--------------|-------------|---------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Cash on hand | 0.17 | 0.04 | 0.33 | 0.21 | 0.15 | 0.04 |
| Banks Balance | 10.89 | 21.62 | 0.39 | 21.34 | 0.07 | 133.03 |
| TOTAL (Rs.) | 11.06 | 21.65 | 0.73 | 21.55 | 0.22 | 133.07 |

DETAILS OF SHORT TERM LOAN AND ADVANCES AS RESTATED
ANNEXURE- XXII
(Rs. in lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31, | | | | |
|---|---------------------|-----------------|---------------|--------------|--------------|----------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Advances | 934.52 | 40.37 | 50.86 | - | - | - |
| Balance with revenue authorities | | | | | | |
| Excise Duty | 43.77 | 23.16 | 45.30 | 36.48 | 11.86 | - |
| Service Tax | 23.34 | 19.36 | 13.29 | 2.18 | 0.87 | - |
| Total (Rs.) | 1,001.63 | 82.89 | 109.44 | 38.66 | 12.73 | - |

DETAILS OF OTHER CURRENT ASSETS AS RESTATED
ANNEXURE- XXIII
(Rs. in lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31, | | | | |
|--------------------|---------------------|-----------------|---------------|--------------|-------------|-------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| EMD | 28.39 | 46.02 | 74.13 | - | - | - |
| Fixed Deposits | 188.76 | 87.77 | 190.53 | 43.08 | - | - |
| Other | - | - | - | - | - | 1.14 |
| Pre-issue expense | 5.70 | - | - | - | - | - |
| Prepaid Insurance | 1.06 | 1.05 | 0.73 | 0.60 | 0.44 | - |
| Total (Rs.) | 223.91 | 134.84 | 265.39 | 43.68 | 0.44 | 1.14 |

DETAILS OF OTHER INCOME AS RESTATED
ANNEXURE – XXIV
Amount (Rs. in lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31, | | | | |
|-----------------------------------|---------------------|-----------------|-------------|-------------|-------------|-------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Other income | 3.72 | 25.66 | 10.71 | 13.63 | 1.76 | 35.31 |
| Net Profit Before Tax as Restated | 50.71 | (244.07) | 486.54 | 248.64 | 249.46 | 58.84 |
| Percentage | 7.34 | (10.51) | 0.02 | 0.05 | 0.01 | 0.60 |

SOURCE OF INCOME
(Rs in lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31, | | | | | Nature of Income |
|-------------------------------------|---------------------|-----------------|--------------|--------------|-------------|--------------|--|
| | | 2015 | 2014 | 2013 | 2012 | 2011 | |
| Interest Income | 3.38 | 16.73 | 4.64 | 2.36 | 1.76 | 0.18 | Recurring and not related to business activity |
| Purchase Discount | 0.34 | 8.93 | 6.07 | 11.27 | - | - | Recurring and related to business activity |
| Surplus of Depreciation written off | - | - | - | - | - | 35.13 | Non recurring and related to business activity |
| Total Other income | 3.72 | 25.66 | 10.71 | 13.63 | 1.76 | 35.31 | |

CAPITALIZATION STATEMENT AS AT SEPTEMBER 30, 2015
ANNEXURE – XXV
(Rs. in lakhs)

| Particulars | Pre Issue | Post Issue |
|--|-----------------|-----------------|
| Borrowings | | |
| Short term debt (A) | 1,369.80 | 1,369.80 |
| Long Term Debt (B) | 823.75 | 323.75 |
| Total debts (C) | 2,193.54 | 1,693.54 |
| Shareholders' funds | | |
| Equity share capital | 325.00 | 625.10 |
| Reserve and surplus - as restated | 1,029.02 | 2,229.42 |
| Total shareholders' funds | 1,354.02 | 2,854.52 |
| Long term debt / shareholders funds | 0.61 | 0.11 |
| Total debt / shareholders funds | 1.62 | 0.59 |

Notes:

- 1) While calculating post issue capitalisation statement, conversion of unsecured loan on November 3, 2015 has been also given effect.
- 2) For calculation of post issue capitalisation statement, the figures of short term and long term debt as appearing on 30/09/2015 after giving effect of conversion of loan on November 3, 2015 have been considered

STATEMENT OF TAX SHELTER
ANNEXURE XXVI
Amount (Rs. in lakhs)

| Particulars | As at Sept 30, 2015 | As at March 31 | | | | |
|--|---------------------------|-----------------|-----------------|----------------|-----------------|----------------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Restated Profit before tax (A) | 50.71 | (244.06) | 486.54 | 248.64 | 249.46 | 58.83 |
| Tax Rate (%) | 32.445% | 32.445% | 32.445% | 32.445% | 32.445% | 30.90% |
| Tax at notional rate on profits | 16.46 | - | 157.86 | 80.67 | 80.94 | 18.18 |
| Adjustments : | | | | | | |
| Permanent Differences(B) | | | | | | |
| Expenses disallowed under Income Tax Act, 1961 | - | 104.86 | 0.17 | - | 0.01 | 0.06 |
| Interest on delayed payment of taxes | - | - | 24.81 | 6.26 | 5.61 | 0.40 |
| Total Permanent Differences(B) | - | 104.86 | 24.98 | 6.26 | 5.62 | 0.46 |
| Income considered separately (C) | - | - | - | - | - | 35.13 |
| Total Income considered separately (C) | - | - | - | - | - | 35.13 |
| Timing Differences (D) | | | | | | |
| Difference between tax depreciation and book depreciation and disallowance u/s 43B | 4.00 | 19.21 | (178.40) | (79.64) | (129.84) | (11.94) |
| Total Timing Differences (D) | 4.00 | 19.21 | (178.40) | (79.64) | (129.84) | (11.94) |
| Net Adjustments E = (B+C+D) | 4.00 | (124.06) | (153.42) | (73.37) | (124.21) | (46.62) |
| Tax expense / (saving) thereon | 1.30 | 40.25 | (49.78) | (23.81) | (40.30) | (14.40) |
| Income from Other Sources | - | - | - | - | - | - |
| Income from Other Sources (F) | - | - | - | - | - | - |
| Taxable Income/(Loss) (A+E+F) | 54.72 | (120.00) | 333.13 | 175.26 | 125.24 | 12.22 |
| Taxable Income/(Loss) as per MAT | 50.71 | (244.06) | 486.54 | 248.64 | 249.46 | 58.83 |
| Income Tax as computed under MAT | 9.66 | - | 102.31 | 51.00 | 51.03 | 10.98 |
| MAT credit utilised | - | - | 5.77 | 5.86 | - | - |
| Tax paid as per normal or MAT | MAT | NA | Normal | Normal | MAT | MAT |

RELATED PARTIES TRANSACTION AS RESTATED
ANNEXURE – XXVII
Amount (Rs. in lakhs)

| Name | Nature of Transaction | Amount of Transaction in 2010-11 | Amount Outstanding as on 31.03.2011 (Payable/Receivable) | Amount of Transaction in 2011-12 | Amount Outstanding as on 31.03.2012 (Payable/Receivable) | Amount of Transaction in 2012-13 | Amount Outstanding as on 31.03.2013 (Payable/Receivable) | Amount of Transaction in 2013-14 | Amount Outstanding as on 31.03.2014 (Payable/Receivable) | Amount of Transaction in 2014-15 | Amount Outstanding as on 31.03.2015 (Payable/Receivable) | Amount of Transaction in 30 th September, 2015 | Amount Outstanding as on 30.09.2015 (Payable/Receivable) |
|----------------------|----------------------------|----------------------------------|--|----------------------------------|--|----------------------------------|--|----------------------------------|--|----------------------------------|--|---|--|
| Chirag Gada | Remuneration to Director | 5.25 | (2.25) | 9.00 | (0.62) | 9.00 | (0.64) | 8.77 | (1.76) | 24.00 | (0.68) | 8.14 | - |
| Mitul Thakkar | Remuneration to Director | 3.85 | (1.00) | 6.60 | (0.47) | 6.60 | (0.49) | 1.48 | - | - | - | - | - |
| Chirag Gada | Unsecured Loan Taken | 10.00 | (10.00) | 15.00 | (15.00) | 1.00 | - | - | - | - | - | - | - |
| Chirag Gada | Interest on Unsecured Loan | 0.25 | (0.25) | 1.72 | (0.16) | 0.71 | (0.16) | - | - | - | - | - | - |
| Mitul Thakkar | Unsecured Loan Taken | 5.00 | (5.00) | - | (5.00) | 6.00 | - | - | - | - | - | - | - |
| Mitul Thakkar | Interest on Unsecured Loan | 0.37 | (0.37) | 0.69 | (0.05) | 0.48 | (0.22) | - | - | - | - | - | - |
| Sunaya P Bhatt | Interest | 0.22 | (0.22) | 0.30 | - | - | - | - | - | - | - | - | - |
| Rinku C. Gada | Interest | 0.01 | (0.01) | 0.00 | - | - | - | - | - | - | - | - | - |
| Neha Thakkar | Interest | 0.01 | (0.01) | 0.68 | (0.05) | 0.36 | (0.10) | - | - | - | - | - | - |
| Neha Thakkar | Salary | 1.40 | (1.39) | - | - | 0.40 | (0.20) | 2.38 | (0.79) | - | - | - | - |
| Diamond Projects Ltd | Unsecured Loan taken | 10.00 | (10.00) | 35.00 | (45.00) | - | (45.00) | - | - | - | - | - | - |
| Diamond Projects Ltd | Interest on Unsecured Loan | 0.59 | (0.54) | 5.75 | (0.48) | 5.67 | (3.29) | 1.52 | - | - | - | - | - |

| Name | Nature of Transaction | Amount of Transaction in 2010-11 | Amount Outstanding as on 31.03.2011 (Payable/Receivable) | Amount of Transaction in 2011-12 | Amount Outstanding as on 31.03.2012 (Payable/Receivable) | Amount of Transaction in 2012-13 | Amount Outstanding as on 31.03.2013 (Payable/Receivable) | Amount of Transaction in 2013-14 | Amount Outstanding as on 31.03.2014 (Payable/Receivable) | Amount of Transaction in 2014-15 | Amount Outstanding as on 31.03.2015 (Payable/Receivable) | Amount of Transaction in 30 th September, 2015 | Amount Outstanding as on 30.09.2015 (Payable/Receivable) |
|----------------------|-----------------------|----------------------------------|--|----------------------------------|--|----------------------------------|--|----------------------------------|--|----------------------------------|--|---|--|
| Diamond Projects Ltd | Purchase | - | - | - | - | - | - | - | - | 2,693.61 | - | - | - |
| Diamond Projects Ltd | Sales | - | - | - | - | - | - | - | - | 1,457.28 | - | - | - |

SUMMARY OF ACCOUNTING RATIOS AS RESTATED
ANNEXURE – XXVIII

| Particulars | As at Septemb er 30, 2015 | As at March 31, | | | | |
|--|------------------------------------|-----------------|----------|----------|----------|---------|
| | | 2015 | 2014 | 2013 | 2012 | 2011 |
| Restated PAT as per P& L Account | 42.29 | (238.13) | 327.09 | 173.03 | 157.43 | 44.42 |
| Weighted Average Number of Equity Shares at the end of the Year (in lakhs) | 32.50 | 32.50 | 32.50 | 32.50 | 7.57 | 7.50 |
| Net Worth | 1,354.02 | 1,311.73 | 1,587.40 | 1,260.31 | 1,087.28 | 179.85 |
| Earnings Per Share | | | | | | |
| Basic & Diluted | 1.30 | (7.33) | 10.06 | 5.32 | 20.80 | 5.92 |
| Return on Net Worth (%) | 3.12% | (18.15)% | 20.61% | 13.73% | 14.48% | 24.70 % |
| Net Asset Value Per Share (Rs) | 41.66 | 40.36 | 48.84 | 38.78 | 33.45 | 23.98 |
| Nominal Value per Equity share (Rs.) | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 |

Notes to Accounting Ratios:

1. Earning Per Share (Rs.) = [Restated PAT as per P & L Account / Weighted Average Number of Equity Shares at the end of the Year]
2. Return on Net Worth (%) = [Restated PAT as per P & L account / Net Worth * 100]
3. Net Asset Value Per Share (Rs.) = [Net Worth / No of Equity share at the end of the year]

RECONCILIATION OF RESTATED PROFIT
ANNEXURE XXIX
(Rs. in lakhs)

| Adjustments for | As at Septem ber 30, 2015 | As at March 31, | | | | |
|--|------------------------------------|-----------------|---------------|---------------|---------------|--------------|
| | | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010-11 |
| Net profit/(Loss) after Tax as per Audited Profit & Loss Account | 32.16 | 20.57 | 254.66 | 117.79 | 131.95 | 13.02 |
| Adjustments for: | | | | | | |
| Prior period expenses adjusted (Preliminary) | - | - | - | - | - | - |
| Provision for gratuity | (1.34) | (3.81) | (1.39) | (1.42) | (1.06) | (0.41) |
| Change in depreciation | - | - | 105.72 | 70.37 | 61.24 | 8.75 |
| Deferred Tax (Liability) / Asset Adjustment | 0.44 | 1.32 | (32.90) | (21.40) | (19.22) | (3.69) |
| (Increase)/ Decrease in expenses | 5.70 | - | (24.81) | (6.26) | (5.22) | (0.40) |
| Increase/ (Decrease) in other income | - | (281.20) | - | - | - | 35.13 |
| Taxes adjusted in Current period | 5.34 | 24.99 | 25.82 | 13.96 | (10.26) | (7.98) |
| Net Profit/ (Loss) After Tax as Restated | 42.29 | (238.13) | 327.09 | 173.03 | 157.43 | 44.42 |

Notes:

There is difference in PAT as per audited accounts and as per restated accounts because of the following points:

1. In audited accounts, provision for gratuity not created which is created in restated accounts as per the relevant law.
2. There is change in depreciation as per audited books and restated books for the financial year 31.03.2011, 31.03.2012, 31.03.2013 and 31.03.2014. As per audited books of accounts, Company has changed depreciation method from reducing method to SLM from the FY 2014-15. However to follow the consistency of depreciation method, in restated accounts depreciation calculated as per SLM starting from the FY 2010-11.
3. There is change in deferred tax (liability)/ asset as per audited books and as per restated books as the deferred tax is calculated on restated depreciation and provision for gratuity.
4. There is difference in expense as per audited books and restated books for the financial year ended on 31.03.2011, 31.03.2012, 31.03.2013 and 31.03.2014 due to interest on taxation is bifurcated and for the period ended on 30.09.2015 pre issue expense are separated
5. There is difference in other income (difference due to method of depreciation change charged to other income) as per audited books and restated books for the financial year ended on 31.03.2011 and 31.03.2015 as the method of depreciation changed in audited books of account during FY 2014-15 and in restated accounts method changed in FY 2010-11.
6. There is difference in taxation as per audited books and restated books as the taxation provision is calculated on restated profits.

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 period ended September 2015 and for the financial years ended March 2015, 2014 and 2013 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" on page 176 of this 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 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 17 and 16, of this Prospectus beginning respectively.

Our Company was incorporated on December 24, 1996 and has completed more than eighteen years since incorporation. 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 period ended September 2015 and for the financial years ended March 2015, 2014 and 2013.

OVERVIEW

Incorporated in 1996, our Company M/s. Ruby Cables Limited (formerly known as M/s. Ekank Cables Limited), is an ISO 9001:2008 certified Company engaged in manufacturing and dealing of qualitative conductors, cables and wires. The registered office of our Company is situated at 15- G.I.D.C., Manjusar, Ta: Savli, Vadodara, Gujarat. Over the years, our Company has carved a niche for itself in the Cables and Wires industry, exhibited by the increase in revenue of operations from Rs. 2,741.99 lakhs in 2011 to Rs. 8,587.09 lakhs in 2015.

Our Company was earlier promoted by Virendra Parekh and Neelam Parekh under the name of M/s. Ekank Cables Limited. Our current promoter, Chirag Gada alongwith other investors had acquired the Company and its operations in the year 2010 by way of acquisition of shares from the original promoters and shareholders vide Deed of purchase of a business as a going concern dated August 04, 2010. The name of the Company was changed to M/s. Ruby Cables Limited in the year 2011. Thereon, our promoter Chirag Gada has continued to look after the operations and management of the Company thereby enabling it to reach new heights.

Spread over 5,600 square meters, our manufacturing facility located at Vadodara, Gujarat is well equipped with latest machinery and equipments with modern in-house laboratory to test the products as per relevant applicable quality standards. At present we have an installed production capacity of 50,000 KMs p.a. of Conductors and 3,200 KMs p.a. of Cables. Our plant consists namely of Extruder Machines, Laying- up Machines, Armouring Machines, Stranding machines and Auxiliary Machines. In addition to own manufacturing, our Company also undertakes outsourcing activities wherein we sell products manufactured by other parties.



Our products are sold under the brand name “Ru cab”. We believe in manufacturing and delivering quality and qualitative production has always been emphasized at Ruby Cables Limited. Our products satisfy the relevant IS specifications and the BIS Norms. Our sales model is divided into 2 parts, i) making sales by subscribing and fulfilling of tenders invited by Electricity Companies operated by Gujarat state government and ii) by selling to private institutions.

It is our goal to always maintain high standards in terms of quality and service. With a vision to create quality conscious customers and give them value for their money accompanied by technological drive, continued government support, involvement of our Promoter, dedication of our employees, we aim to continue to grow in a magnificent manner. We also desire to expand our business operations on PAN India basis.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:-

1. The shareholders approved and passed a special resolution on October 13, 2015 to authorize the Board of Directors to raise funds by making an initial public offering.
2. The shareholders designated Chirag Gada as Chairman and Managing Director of the Company in the extraordinary general meeting held on October 13, 2015.
3. The shareholders have approved and passed a special resolution on October 13, 2015 authorizing the Board of Directors to borrow funds for the purpose of business of the Company upto an amount of Rs. 250.00 crores
4. The Board of Directors appointed Ashok Kumar Singh and Ashok Kumar Krishan Singh Gautam as Additional Independent Directors in their meeting held on October 23, 2015.
5. The Company made preferential allotment of 5,00,000 Equity Shares at Rs. 50 each both to M/s. Vikas Coating Private Limited and M/s. Vikas Ferro Private Limited respectively by way conversion of their unsecured loan on November 3, 2015.
6. The Board of Directors appointed Rajendrakumar Patel as Additional Independent Director in their meeting held on November 16, 2015.
7. The Board of Directors appointed Nikita Patel as Company Secretary and Compliance Officer of the Company in their meeting held on November 16, 2015.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factors” beginning on page 17 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Cost of materials and labour
- Brand image
- Supply and availability of raw material
- Competition and price cutting from existing and new entrants
- Development of power sector
- Credit availability
- Technological changes
- Rate of interest policies
- Economic and Demographic conditions

Purchasing Power and Capital requirements

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 the financial period ended September 2015 and for the financial years ended March 2015, 2014 and 2013.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues

Income from operations:

Our principal component of income is from sales of manufactured and outsourced conductors and cables which includes XLPE Armoured and Unarmoured Cables of Aluminium as well as of Copper, AAAC Conductors, ACSR Conductors, Aerial Bunched Cables, etc. We generally procure our raw materials locally. Our sales model is divided into 2 parts, i) making sales by subscribing and fulfilling of tenders invited by Electricity Companies operated by Gujarat state government and ii) by selling to private institutions.

Other Income:

Our other income mainly includes interest income and purchase discount.

Amount (Rs. In Lakhs)

| Particulars | Till March 31, | | | September 30, 2015 |
|--|----------------|----------|----------|-----------------------|
| | 2013 | 2014 | 2015 | |
| Income | | | | |
| Revenue from Operations (after deducting excise duty) | 4,455.59 | 9,781.33 | 8,587.09 | 4,817.61 |
| As a % of Total Revenue | 99.70% | 99.89% | 99.70% | 99.92% |
| Other Income | 13.63 | 10.71 | 25.66 | 3.72 |
| As a % of Total Revenue | 0.30% | 0.11% | 0.30% | 0.08% |
| Total Revenue | 4,469.22 | 9,792.04 | 8,612.75 | 4,821.33 |

Expenditure

Our total expenditure primarily consists of direct expenditure i.e. cost of materials consumed and changes in inventories of finished goods and WIP, finance cost, employee benefit expenses, depreciation and other expenses.

Direct Expenditure

Our direct expenditure includes cost of materials consumed and changes in inventories of finished goods and WIP. The cost of materials comprise of costs of raw material such as aluminium rod, copper rod, alloy rod and PVC & XLPE compound and costs of outsourced materials such as cables and conductors.

Employee benefits expense

Our employee benefits expense primarily comprise of director's remuneration, salaries and wages expenses, labour charges, ex-gratia cost, other employee benefits expense such as staff and labour welfare expenses, bonus charges, gratuity expenses amongst others.



Finance Costs

Our finance costs include interest on term loan, cash credit facility bank charges and commission, bank guarantee charges, etc.

Depreciation

Depreciation includes depreciation on tangible assets like building, plant and machinery, vehicles, etc.

Other Expenses

Other expenses include manufacturing, administrative and selling expenses such as electricity charges, legal and professional charges, transportation costs, repairs and maintenance costs, security charges, 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:

Amount (Rs. In Lakhs)

| Particulars | For the Year Ended March 31, | | | September 30, 2015 |
|--|------------------------------|-----------------|-----------------|--------------------|
| | 2013 | 2014 | 2015 | |
| INCOME | | | | |
| Revenue from Operations | 4,455.59 | 9,781.33 | 8,587.09 | 4,817.61 |
| As a % of Total Revenue | 99.70% | 99.89% | 99.70% | 99.92% |
| Other Income | 13.63 | 10.71 | 25.66 | 3.72 |
| As a % of Total Revenue | 0.30% | 0.11% | 0.30% | 0.08% |
| Total Revenue (A) | 4,469.22 | 9,792.04 | 8,612.75 | 4,821.33 |
| Growth % | 26.00% | 119.10% | (12.04)% | |
| EXPENDITURE | | | | |
| Cost of Material Consumed | 4,277.02 | 8,425.02 | 8,917.80 | 4,796.26 |
| As a % of Total Revenue | 95.70% | 86.04% | 103.54% | 99.48% |
| Changes in Inventories of finished goods, WIP and stock in Trade | (374.47) | 237.78 | (977.24) | (352.68) |
| As a % of Total Revenue | (8.38)% | 2.43% | (11.35)% | (7.31)% |
| Employee benefit Expenses | 98.53 | 157.23 | 162.51 | 50.48 |
| As a % of Total Revenue | 2.20% | 1.61% | 1.89% | 1.05% |
| Finance costs | 75.53 | 229.32 | 245.15 | 128.07 |
| As a % of Total Revenue | 1.69% | 2.34% | 2.85% | 2.66% |
| Depreciation expense | 49.19 | 70.73 | 259.29 | 107.81 |
| As a % of Total Revenue | 1.10% | 0.72% | 3.01% | 2.24% |
| Other Expenses | 94.79 | 185.42 | 144.45 | 40.68 |
| As a % of Total Revenue | 2.12% | 1.89% | 1.68% | 0.84% |
| Total Expenses (B) | 4,220.58 | 9,305.50 | 8,751.96 | 4,770.62 |
| As a % of Total Revenue | 94.44% | 95.03% | 101.62% | 98.95% |
| Profit before exceptional | 248.64 | 486.54 | (139.21) | 50.71 |

| Particulars | For the Year Ended March 31, | | | September 30, 2015 |
|--|------------------------------|---------------|-----------------|--------------------|
| | 2013 | 2014 | 2015 | |
| extraordinary items and tax | | | | |
| As a % of Total Revenue | 5.56% | 4.97% | (1.62)% | 1.05% |
| Exceptional items | - | - | (104.86) | - |
| Profit before extraordinary items and tax | 248.64 | 486.54 | (244.07) | 50.71 |
| As a % of Total Revenue | 5.56% | 4.97% | (2.83)% | 1.05% |
| Extraordinary items | - | - | - | - |
| Profit before tax | 248.64 | 486.54 | (244.07) | 50.71 |
| PBT Margin | 5.56% | 4.97% | (2.83)% | 1.05% |
| Tax expense : | | | | |
| (i) Current tax | 51.00 | 102.31 | - | 9.66 |
| (ii) Deferred tax | 24.61 | 55.12 | (5.93) | (1.24) |
| (iii) Income Tax for previous years | - | 2.01 | - | - |
| Total Tax Expense | 75.61 | 159.45 | (5.93) | 8.43 |
| Profit for the year/ period | 173.03 | 327.09 | (238.13) | 42.29 |
| PAT Margin % | 3.87% | 3.34% | (2.76)% | 0.88% |

REVIEW OF SIX MONTHS ENDED SEPTEMBER 30, 2015

INCOME

Income from Operations

Our income from operations was Rs. 4,817.61 lakhs which is about 99.92% of our total revenue for the period of six months ended on September 30, 2015.

Other Income

Our other income was Rs. 3.72 lakhs which includes interest income and purchase discount.

EXPENDITURE

Direct Expenditure

Our direct expenditure was Rs. 4,443.58 lakhs which is 92.16% of our total revenue for the period of six months ended September 30, 2015 .The direct material expenditure includes cost of materials consumed and changes in inventories of finished goods and work in progress.

Employee Benefits Expenses

Our employee benefits expenses were Rs. 50.48 lakhs which was 1.05% of our total revenue for the period of six months ended September 30, 2015 and comprised of salary, labour expense, wages, ex-gratia, gratuity provision, etc.

Finance Cost

Our finance cost was Rs. 128.07 lakhs which is 2.66% of our total revenue for the period of six months ended September 30, 2015 and primarily includes interest on loans, credit facility, bank charges, etc.



Depreciation

Depreciation expenses were Rs. 107.81 lakhs which is 2.24% of our total revenue for the period of six months ended September 30, 2015.

Other Expenses

Our other expenses were Rs. 40.68 lakhs which is 0.84% of our total revenue for the period of six months ended September 30, 2015. Other expenses include manufacturing, administrative and selling expenses.

Profit Before Tax

Our Profit Before Tax was Rs. 50.71 lakhs which is 1.05% of our total revenue for the period of six months ended September 30, 2015.

Net Profit

Our Net Profit After Tax was Rs. 42.29 lakhs which is 0.88% of our total revenue for the period of six months ended September 30, 2015.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014

INCOME

Income from Operations

(Rs. In lakhs)

| | 2013-2014 | 2014-2015 | Variance in % |
|------------------|------------------|------------------|----------------------|
| Operating Income | 9,781.33 | 8,587.09 | (12.21) |

The operating income of the Company for the year ending March 31, 2015 is Rs. 8,587.09 lakhs as compared to Rs. 9,781.33 lakhs for the year ending March 31, 2014, showing a decrease 12.21%. The management believes that because of slowdown in domestic and international economies, the Company was not able to generate more business and suffered a decline in revenue from operations.

Other Income

Our other income increased by 139.59% from Rs. 10.71 lakhs to Rs. 25.66 lakhs. This was due to higher interest income and purchase discounts received.

EXPENDITURE

Direct Expenditure

(Rs. In lakhs)

| Particulars | 2013-2014 | 2014-2015 | Variance in % |
|--|------------------|------------------|----------------------|
| Cost of materials consumed | 8,425.02 | 8,917.80 | 5.85% |
| Changes in Inventories of finished goods, WIP and stock in Trade | 237.78 | (977.24) | (510.99)% |
| Total | 8,662.80 | 7,940.56 | (8.34)% |

Our direct expenditure has decreased from Rs. 8,662.80 lakhs in Financial Year 2013-2014 to Rs. 7,940.56 lakhs in Financial Year 2014-2015 showing a decrease of 8.34% over the previous year. The increase in cost of material consumed was due to increase in cost of raw materials whereas the overall decrease was due to decline in revenue from operations.

Administrative and Employee Costs

(Rs. In lakhs)

| Particulars | 2013-2014 | 2014-2015 | Variance in % |
|---------------------------|-----------|-----------|---------------|
| Employee Benefit Expenses | 157.23 | 162.51 | 3.36% |
| Other Expenses | 185.42 | 144.45 | (22.09)% |

There is a steady increase in employee benefit expenses from Rs. 157.23 lakhs in financial year 2013-14 to Rs. 162.51 lakhs in financial year 2014-15 which is due to increase in directors remuneration.

Our other expenses decreased by 22.09% from Rs. 185.42 lakhs in financial year 2013-14 to Rs. 144.45 lakhs in financial year 2014-15. The decrease could be attributed to reduction in manufacturing expenses.

Finance Charges

Our finance charges have increased from Rs. 229.32 lakhs in financial year 2013-14 to Rs. 245.15 lakhs in financial year 2014-15. This shows an increase of 6.90% compared to last financial year.

Depreciation

Depreciation expenses for the Financial Year 2014-2015 have increased to Rs. 259.29 lakhs as compared to Rs. 70.73 lakhs for the Financial Year 2013-2014 showing an increase of 266.61%. The increase in depreciation was majorly due to addition of new machineries and change in rates of depreciation as per the Companies Act, 2013.

Profit Before Tax

(Rs. In lakhs)

| Particulars | 2013-2014 | 2014-2015 | Variance in % |
|-------------------|-----------|-----------|---------------|
| Profit Before Tax | 486.54 | (244.06) | (150.16)% |

Profit before tax decreased by 150.16% from Rs. 486.54 lakhs in financial year 2013-14 to Rs. (244.06) lakhs in financial year 2014-15. The decrease in profits was due to slowdown in Domestic as well International Economies. Further, the prices of our main raw material i.e. aluminum was very volatile and had gone up substantially during the first half of the year. In view of volatility in the prices of raw material, Company's operating margins eroded substantially. Further in view of uncertain market conditions and high prices of raw material, there had been delays in supplies to the Government agencies, resulting in higher liquidated damages and penalties.

Also during financial year 2014-15, the Company sold the land & machinery it purchased for expansion purposes due to non-feasibility of the project and suffered loss on sale of capital assets to the tune of Rs. 104.86 lakhs.

Provision for Tax and Net Profit

(Rs. In lakhs)

| Particulars | 2013-2014 | 2014-2015 | Variance in % |
|-------------------|-----------|-----------|---------------|
| Taxation Expenses | 159.45 | (5.93) | (103.72)% |
| Profit after Tax | 327.09 | (238.13) | (172.80)% |

Our profit after tax decreased substantially by 172.80% from Rs. 327.09 lakhs in financial year 2013-14 to a loss of Rs.(238.13) lakhs in financial year 2014-15 due to the above cited reasons.



COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2014 WITH FINANCIAL YEAR ENDED MARCH 31, 2013

INCOME

Revenue from Operations

(Rs. in lakhs)

| Particulars | 2012-2013 | 2013-2014 | Variance in % |
|------------------|-----------|-----------|---------------|
| Operating Income | 4,455.59 | 9,781.33 | 119.53% |

The operating income of the Company for the financial year 2013-2014 was Rs. 9,781.33 lakhs as compared to Rs. 4,455.59 lakhs for the financial year 2012-2013 showing an increase of 119.53%. The increase was due to increase in revenue from operations.

Other Income

Other Income of the Company for the financial year 2012-2013 was Rs. 13.63 lakhs which decreased by 21.44% to Rs. 10.71 lakhs during the financial year 2013-14.

EXPENDITURE

Direct Expenditure

(Rs. in lakhs)

| Particulars | 2012-2013 | 2013-2014 | Variance in % |
|--|-----------------|-----------------|----------------|
| Cost of materials consumed | 4,277.02 | 8,425.02 | 96.98% |
| Changes in Inventories of finished goods, WIP and stock in Trade | (374.47) | 237.78 | (163.50)% |
| Total | 3,902.55 | 8,662.80 | 121.98% |

The direct expenditure increased from Rs. 3,902.55 lakhs in financial year 2012-13 to Rs. 8,662.80 lakhs in financial year 2013-14 showing an increase of 121.98% over the previous year. This increase was in line with the increase in our operations.

Administrative and Employee Costs

(Rs. in lakhs)

| Particulars | 2012-2013 | 2013-2014 | Variance in % |
|---------------------------|-----------|-----------|---------------|
| Employee Benefit Expenses | 98.53 | 157.23 | 59.58% |
| Other expenses | 94.79 | 185.42 | 95.60% |

Employee Benefit Expenses in financial year 2013-2014 have increased by 59.58% to Rs. 157.23 lakhs as against Rs. 98.53 lakhs in financial year 2012-2013. The increase was due to increase in salaries and wages and number of employees and higher labour charges due to increased operations.

Other expenses increased from Rs. 94.79 lakhs in financial year 2012-13 to Rs. 185.42 lakhs in financial year 2013-14 showing an increase of 95.60% over the previous financial year. Increase in other expenses was due to higher manufacturing expenses on account of increase in operations. Also the Company suffered some penalties on contractual performance.

Finance Charges

The finance charges for the Financial Year 2013-2014 increased to Rs. 229.32 lakhs from Rs. 75.53 lakhs during the financial year 2012-13. The increase was primarily due to increase in borrowings and consequently increase in interest costs.

Depreciation

Depreciation for the year financial year 2013-14 has increased to Rs. 70.13 lakhs as compared to Rs. 49.19 lakhs for the period 2012-13 due to increase in tangible assets.

Profit Before Tax

(Rs. in lakhs)

| Particulars | 2012-2013 | 2013-2014 | Variance in % |
|-------------------|-----------|-----------|---------------|
| Profit Before Tax | 248.64 | 486.54 | 95.69% |

The Profit before Tax has increased to Rs. 486.54 lakhs in Financial Year 2013-14 from Rs. 248.64 lakhs in Financial Year 2012-2013 showing an increase of 95.69%. This increase is in line with the increase in our operations.

Provision for Tax and Net Profit

(Rs. in lakhs)

| Particulars | 2012-2013 | 2013-2014 | Variance in % |
|-------------------|-----------|-----------|---------------|
| Taxation Expenses | 75.61 | 159.45 | 110.89% |
| Profit after Tax | 173.03 | 327.09 | 89.04% |

Profit after tax increased to Rs. 327.09 lakhs in the financial year 2013-14 as compared to Rs. 173.03 lakhs in the financial year 2012-13.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled "Risk Factors" beginning on page 17 of this 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 17 of this 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, prices of raw material and development in power sector.

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 increases in volume of business activity by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in cables and wire Industry. Relevant industry data, as available, has been



included in the chapter titled “*Our Industry*” beginning on page 97 of this 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 Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company’s customer and supplier vis a vis the total revenue from operations and raw materials/ finished goods cost respectively as March 31, 2015 is as follows:

| | Customers | Suppliers |
|------------|-----------|-----------|
| Top 5 (%) | 95.78% | 94.62% |
| Top 10 (%) | 99.97% | 99.74% |

10. Competitive Conditions

We face competition from existing and potential organised and unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “*Our Business*” beginning on page 122 of this Prospectus.

CHANGES IN ACCOUNTING POLICIES IN LAST THREE YEARS

There has been change in method of computing depreciation from WDV to SLM during FY 2014-15. However the effect of the above change has been given in the restated financials statements from the earliest period reported. For further details, please refer to chapter titled “Financial Statements as Restated” beginning on Page 176 of this Prospectus.

FINANCIAL INDEBTEDNESS

Our Company utilizes various credit facilities from bank for conducting its business.

Set forth is a brief of our Company's secured borrowings from banks together with a brief description of certain significant terms of such financing arrangements.

SECURED BORROWINGS

1. Term Loan of Rs. 480 Lakhs renewed by Bank of Baroda *vide* Sanction letter dated July 4, 2015.

| | |
|--|---|
| Name of the Lender | Bank of Baroda |
| Facility | Term Loan – Rs. 480 Lakhs |
| Purpose | For purchase of machineries, equipments and other movable fixed assets and construction of shed. |
| Margin | 30% on factory building and 25% on machinery & equipments |
| Interest Rate | 3.00% above Base Rate i.e. 13.00% per annum |
| Tenure/ Repayment schedule | 68 months from the original date of disbursement, including moratorium period of 8 months, subject to annual review. |
| Prepayment | 2% p.a. on the balance amount of loan prepaid and for the residual period of prepayment |
| Security | <ul style="list-style-type: none"> • Equitable Mortgage of Leasehold Factory at plot no 15, GIDC, Industrial Estate, Manjusr, Baroda • Hypothecation of entire Machineries, Electrical Installations, Furniture & Fixtures, Office Equipments and other movable fixed assets of the Company situated at plot no 15, GIDC, Industrial Estate, Manjusr, Baroda and standing in the name of the Company. |
| Outstanding Amount as on September 30, 2015 | Rs. 451.63 lakhs |

2. Cash Credit of Rs. 1,200 Lakhs sanctioned by Bank of Baroda *vide* Sanction letter dated July 4, 2015.

| | |
|--|--|
| Name of the Lender | Bank of Baroda |
| Facility | Cash Credit – Rs. 1,200 Lakhs |
| Purpose | Working Capital |
| Margin | 25% for Raw Material, SIP, Finished Goods, Stores & Spares and packing materials and 30% for Book-debts upto 90 days |
| Interest Rate | 3.00% above base rate i.e 13.00% per annum |
| Tenor | 12 months |
| Security | Hypothecation of : Goods/ Book Debts/ Movable Machinery/ Vehicles |
| Outstanding Amount as on September 30, 2015 | Rs. 1,212.76 Lakhs |

3. Inland/Foreign Letter of Credit*

| | |
|---------------------------|---|
| Name of the Lender | Bank of Baroda |
| Facility | Inland/Foreign Letter of Credit (DP/DA) – Rs. 400 Lakhs* |
| Margin | DP L/C 25% cash margin at the time of establishing L/C DP L/C 25% cash margin the time of establishing L/C |
| Purpose | Purchase of raw materials, spares, components, etc |
| L/C Charges | <u>Inland L/C charges</u> Sight LCs and upto 30 days usance 0.70% plus service tax <u>LCs beyond 30 days usance:</u> 0.20% pm + service tax <u>Import L/C charges</u> Sight LCs and upto 30 days usance 0.35% for the first quarter + 0.15% per month + service tax <u>LCs beyond 30 days of usance:</u> 2.25% p.a. from the date of opening of LC to the last date of its validity including usance period |
| Tenor | 12 months |
| Security | Hypothecation of Stocks and Book Debts of the Company, both present and future and 25% cash margin by way of FDR |

*The Inland/Foreign Letter of Credit is a sub-limit of Cash Credit facility

4. Inland Bank Guarantee of Rs. 1,000 Lakhs sanctioned by Bank of Baroda

| | |
|---------------------------|--|
| Name of the Lender | Bank of Baroda |
| Facility | Inland Bank Guarantee – Rs. 1,000 Lakhs |
| Margin | Cash Margin @25% uniform for all performance BG Cash Margin @25% for all Mobilization Cash Margin @100% for all guarantees for disputed Excise duty/ Sales tax/ Income tax dues, etc |
| Purpose | For bidding of tenders, mobilization of advance money, performance of the contract, warrantee guarantee in the favour of Central/State Govt. and its various departments & reputed Pvt./Ltd. Companies |
| Commission | Performance: 0.20% + Service tax p.m. Financial: 0.25% + Service tax p.m. |
| Tenor | 12 months |
| Security | <ul style="list-style-type: none"> Hypothecation of Stocks and Book Debts of the Company, both present & future Counter Indemnity executed by the Company. 25% cash margin by way of duly discharged FDRs |

Common Securities

1. Equitable mortgage of factory land admeasuring area 5600 sq mts, bearing plot no. 15 situated at GIDC, Industrial estate Manjusar, Taluka: Savli, District Baroda and factory building constructed thereon belonging to the Company
2. Equitable mortgage of residential flat no A/202 admeasuring built up area is 171.93 sq meters & A/302 admeasuring built up area 171.93 sq meters each, situated on second/third floor, tower Mayfair Meridian, Opp Vedanta- Bhaily Road, Baroda belonging to Mr. Chirag Gada
3. Equitable mortgage of residential flat no A/402 admeasuring built up area is 171.93 sq meters situated on fourth floor, tower Mayfair Meridian, Opp Vedanta- Bhaily Road, Baroda belonging to Mr. Amit Bhatnagar and Mr. Sumit Bhatnagar.
4. Hypothecation of entire machineries, equipments, electrical installations, furniture and fixtures, office equipments and other moveable fixed assets of the Company, situated at the factory/office, present & future. (except vehicles financed by NBFCs)
5. Hypothecation of entire raw materials, stock in progress, stores and spares, packing materials, finished goods and book debts of the Company both present & future.
General Form of guarantee signed by: Amit Bhatnagar, Sumit Bhatnagar, Chirag Gada and Rinku Gada

Key restrictive covenants as per Sanction Letter:

The Company and its directors will not without the permission of bank in writing:

1. Implement any scheme of expansion, modernisation, diversification except approved by bank.
2. Formulate any scheme of merger, acquisition, amalgamation or reconstitution.
3. Changes in management set-up or capital structure.
4. Enter into borrowing either secured or unsecured with any other Bank, Financial members or corporate body.
5. Invest, deposit, lend funds to group firm and companies, directors, family members, other corporate bodies, firms or persons.
6. Create any further charge, lien or encumbrances over the assets charged to the Bank in favour of any other Bank, financial institution, NBFC, firm, Company or person or otherwise dispose off any of the fixed assets.
7. Undertake guarantee obligations on behalf of our company.
8. Pay commission, brokerage, fees, etc to Guarantor or any other person for guarantying the facilities sanctioned to the Company.
9. Declare dividends for any year except out of profits relating to that year, after paying all due and making provisions as required for the year, provided there is no default in repayment obligation by the Company.
10. Allow the level of net working capital to come down from the estimated or projected level.



5. Audi Car Loan sanctioned by State Bank of India Limited on December 27, 2013.

| | |
|--|-------------------------------------|
| Name of the Lender | State Bank of India Limited |
| Facility | Vehicle Loan |
| Purpose | Purchase of Audi Car |
| Interest | 10.60% |
| Security | Secured by hypothecation of Vehicle |
| Outstanding Amount as on September 30, 2015 | Rs. 29.16 lakhs |

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section there are no outstanding: (i) criminal proceedings; (ii) actions by statutory/regulatory authorities; (iii) indirect and direct tax cases; and (iv) other material pending litigations, involving our Company, Directors, Promoter and Group Companies.

Our Board of Directors, in its meeting held on November 16, 2015 determined that any pending litigation where the amounts exceeds Rs. 5 lakhs individually, are considered as material pending litigation and accordingly are disclosed in this Prospectus. Further, dues owed by our Company to small scale undertakings and other creditors, which exceeds Rs 1 lakh as at September 30, 2015 have been considered as material dues for the purposes of disclosure in this Prospectus.

Unless stated to the contrary, the information provided below is as of the date of this Prospectus.

I. LITIGATIONS INVOLVING THE COMPANY:

1. *Criminal Proceedings* - NIL
2. *All actions by statutory/ regulatory authorities* - NIL
3. *Pending Litigation and Notices against the Company* - NIL
4. *Taxation*

Save as set out below, there are no cases related to tax laws against our Company:

Notice issued under the Income Tax Act, 1961 for the assessment year 2014-2015.

The Company received intimation under Section 143 (1) of the Income Tax Act, 1961 with communication reference number CPC/1415/A6/1500200286 for the assessment year 2014-2015 from the office of the Assistant Commissioner of Income Tax, (CPC). The notice mandated the Company to pay an additional amount of INR 23, 11, 030/- as the interest computed under Section 234A, 234B and 234C of the Income Tax Act, 1961, within 30 days from the date of received of the intimation. Further, a notice under section 143 (2) of the Income Tax Act, 1961 was received by the Company from the office of the Deputy Commissioner of Income Tax, Circle -2(1)(2), Vadodara in the same matter. The notice sought clarification on the return of income filed by the Company on 31 March 2015 and therefore directed the representative of the Company to be present on 5 October 2015 at the office of the Deputy Commissioner of Income Tax, Vadodara, along with any documents, accounts or any other evidence in support of the return filed by the Company. The matter is still pending.

II. LITIGATIONS INVOLVING THE PROMOTERS OF THE COMPANY

1. *Criminal Proceedings* - NIL
2. *All actions by statutory/ regulatory authorities* - NIL
3. *Pending Litigation and Notices against/by the Promoters* - NIL
4. *Taxation* - NIL

III. LITIGATIONS INVOLVING THE DIRECTORS:

1. *Criminal Proceedings* - NIL
2. *All actions by statutory/ regulatory authorities* - NIL
3. *Pending Litigations and Notices against the Directors* - NIL
4. *Taxation* - NIL

IV. LITIGATIONS INVOLVING GROUP COMPANIES:

1. *Criminal Proceedings* - NIL
2. *All actions by statutory/ regulatory authorities* - NIL
3. *Pending Litigations and Notices against the Directors* - NIL
4. *Taxation*

Save as set out below, there are no cases related to tax laws against our Group Companies:

Notice issued under the Income Tax Act, 1961 for the assessment year 2014-2015

Diamond Projects Limited ("**Diamond Projects**") filed its return of income for the assessment year 2014-2015 under the section 39 of the Income Tax Act, 1961 ("**Act**") on 29 November 2014. The return of income filed by Diamond Projects was processed by the Income Tax Department under the order dated 26 December 2014. An intimation under the section 143 (1) of the Act was received by Diamond Projects which showed an amount of INR 11, 550/- (Eleven Thousand Five Hundred and Fifty) payable to the Income Tax Department. Diamond Projects further received a notice from the Income Tax Department stating that an amount of INR 11, 550/- as adjudged under the order dated 26 December 2014 is outstanding and to be paid along with interest under the section 220 (2) of the Act. Diamond Projects filed for the rectification of the order dated 26 December 2014 on 27 April 2015. The Income Tax Department issued a rectification order under the section 154 of the Act dated 2 June 2015. The aforesaid rectification order mandated Diamond Projects to pay an amount of INR 11, 550/- to the Income Tax Department for the assessment year 2014-2015 within 30 (thirty) days from the receipt of the order. Diamond Projects preferred a rectification of the rectification order dated 2 June 2015 via a rectification request dated 30 June 2015. In furtherance to the rectification request filed by Diamond Projects, the Income Tax Department issued a rectification order under dated 24 July 2015 demanding Diamond Projects to pay an amount of INR 11, 550/- (Eleven Thousand Five Hundred and Fifty) within 30 days from the receipt of the order. The matter is still pending.

TAX PROCEEDINGS

A summary of tax proceedings involving our Company, our Promoters and our Directors is set out below:

| Nature of Case | No. of Cases | Amount involved (Rs. in Lakhs) |
|------------------------|---------------------|---------------------------------------|
| Company | | |
| Direct Tax | 1 | 23.11 |
| Indirect Tax | - | - |
| Promoters | | |
| Direct Tax | - | - |
| Indirect Tax | - | - |
| Directors | | |
| Direct Tax | - | - |
| Indirect Tax | - | - |
| Group Companies | | |
| Direct Tax | 1 | 0.12 |
| Indirect Tax | - | - |

OUTSTANDING DUES TO CREDITORS OF OUR COMPANY

As on September 30, 2015 the Company does not owe a sum exceeding Rs. 1 lakh to any undertaking, except the following:

| Creditors | Amount (Rs. in lacs) |
|-------------------------------------|-----------------------------|
| AMBICA PACKAGING | 10.44 |
| AVSL Industries Pvt. Ltd. | 17.66 |
| BHARAT ALUMINIUM COMPANY LIMITED | 181.31 |
| Cable Care | 3.47 |
| Deluxe Flush Doors Corporation | 3.96 |
| Devenport Ablaze | 2.09 |
| Diamond Power Infrastructure Ltd. | 237.87 |
| GPT PIPE INDUSTRIES PVT. LTD. | 18.37 |
| Indian Freight Carriers | 7.27 |
| Keiwal Engineering | 1.05 |
| Prabhu Industrial Security Services | 1.53 |
| RAJESH NAGDA & ASSOCIATES | 9.00 |
| Sai Enterprise – Labour | 1.02 |
| Shree Sai Plastic Industries | 7.50 |
| Yash Poly Industries Pvt. Ltd. | 11.90 |

The details pertaining to net outstanding dues towards our Material Creditors shall be made available under investors' section on the website of our Company i.e. <http://rubycables.com/>. It is clarified that such details available on our website do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Company's website, <http://rubycables.com/>, would be doing so at their own risk.



There are no pending cases with such Material Creditors.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE, i.e. SEPTEMBER 30, 2015

Except as described in this Prospectus, to our knowledge, there have been no material developments, since the date of the last audited balance sheet.

GOVERNMENT AND OTHER STATUTORY APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively 'Authorisations') listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

It must be distinctly understood that, in granting these approvals, the Government of India, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled "Key Industry Regulations and Policies" on page 140 of this Prospectus.

Approvals for the Issue

1. The Board of Directors, pursuant to resolution passed at its meeting held on September 19, 2015, has authorised the issue.
2. The shareholders of the Company, pursuant to a resolution dated October 13, 2015, have authorised the issue.
3. The in-principle approval from the Bombay Stock Exchange for the listing of our Equity Shares has been received pursuant to letter bearing reference no. DCS/IPO/NP/IP/932/2015-16 dated December 15, 2015.

Incorporation Details

1. Certificate of Incorporation dated 24 December 1996, issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli in the name of "**Ekank Cables Limited**".
2. Fresh Certificate of Incorporation consequent upon change of name from Ekank Cables Limited to Ruby Cables Limited issued on 22 March 2011 by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Havelli.
3. The Corporate Identity Number (CIN) of the Company is U31109GJ1996PLC031359.
4. The Company has entered into an agreement dated December 1, 2015 with the Central Depository Services (India) Limited ('**CDSL**') and the Registrar and Transfer Agent, who in this case is Karvy Computershare Private Limited, for the dematerialization of its shares.
5. Similarly, the Company has also entered into an agreement dated December 9, 2015 with the National Securities Depository Limited ('**NSDL**') and the Registrar and Transfer Agent, who in this case is Karvy Computershare Private Limited for the dematerialization of its shares.
6. The ISIN Number of the Company is INE812T01010.

APPROVALS/LICENSES/PERMISSIONS PROCURED TO CONDUCT THE BUSINESS

| Sl. No | Description | Authority | Registration Number | Date of Issue/ Application | Date of Expiry/ Status |
|--------|--|--|---------------------|----------------------------|--|
| 1. | Professional Tax Enrolment Certificate (PTEC) | Deputy Professional Tax Commissioner, Savli | PER19090590397 | November, 2011 | Perpetual |
| 2. | Professional Tax Registration Certificate (PTRC) | Deputy Professional Tax Commissioner, | PEP19090590397 | November, 2011 | Perpetual |
| 3. | Permanent Account Number (PAN) | The Income Tax Department, Government of India. | AAACE4317M | 24 December 1996 | Perpetual |
| 4. | Certificate of Registration under Gujarat Value Added Tax Act, 2003 | Commercial Tax Department, Government of Gujarat | 24192100468 | 01 July 2002 | Perpetual |
| 5. | Certificate of Registration under Rule 5(1) of Central Sales Tax Act (Registration & Turnover) Rules, 1957 | Commercial Tax Officer, Vadodara | 24692100468 | 30 December 1999 | Perpetual |
| 6. | Tax Deduction Account Number (TAN) | The Income Tax Department, Government of India. | BRDE00256E | Not Available | Perpetual |
| 7. | Certificate of Registration under Section 9 of the Central Excise Rules, 2002 (Operating as a Manufacturer of Excisable Goods) at 15, GIDC, Manjusr, | Central Board of Excise and Customs | AAACE4317MXM001 | 18 October 2011 | Till the activities are carried on or is surrendered or revoked or suspended |

| Sl. No | Description | Authority | Registration Number | Date of Issue/ Application | Date of Expiry/ Status |
|--------|--|-------------------------------------|---------------------|----------------------------|------------------------|
| | Savli, Vadodara, Gujarat | | | | |
| 8. | Certificate of Registration for Service Tax Code under the Finance Act, 1994 read with Service Tax Rules, 1994 | Central Board of Excise and Customs | AAACE4317MSD001 | 30 March 2005 | Perpetual |

LABOUR RELATED APPROVALS/ LICENSE/REGISTRATIONS

| Sl. No | Description | Authority | Registration Number | Date of Issue/ Application | Date of Expiry/ Status |
|--------|---|--|---|----------------------------|------------------------|
| 1. | License to Work a Factory under the Factories Act, 1948 | Joint Director Industrial Safety and Health, Vadodara | License No.003720 Registration No. 31909/938-A | 31 December 2005 | Until Cancelled |
| 2. | Registration under Employees' Provident Funds and Miscellaneous Provision Act, 1952 | Regional Office, Employees Provident Fund Organization, Vadodara | GJ/BD/66998 | 24 June 2011 | Perpetual |

MISCELLANEOUS APPROVAL/ LICENSES/REGISTRATIONS

| Sl. No | Description | Authority | Registration Number | Date of Issue/ Application | Date of Expiry/ Status |
|--------|--|--------------------------------------|---|----------------------------|------------------------|
| 1. | Entrepreneurs' Memorandum (EM) for setting up Micro, Small, Medium Enterprise-Acknowledgement for Part-II | District Industries Centre, Vadodara | Form No: 633 Entrepreneurs' Memorandum Number (Part-II): 24-019-12-00616 | 13 August 2007 | NA |
| 2. | Consolidated Consent under section 25 of the Water Act, 1974, Section 21 of the Air Act, 1981 and Rules 3(c) and 5(5) of the Hazardous Waste Rules, 2008 | Gujarat Pollution Control Board | Consent No.36393 vide letter no. GPCB/CCA-VRD-477/ID-21876/44982 | 24 February 2010 | August 6, 2017 |
| 3. | Bureau of Indian Standards Certification Marks License as per IS 694:1990. (PVC insulated cables for working voltage upto and including 1100v) | Bureau of Indian Standards | CM/L- 7953803 | 10 July, 2015 | 9 July 2016 |
| 4. | Bureau of Indian Standards Certification Marks License as per IS 398: Part 4: 1994. (Aluminium conductors for overhead transmission purposes) | Bureau of Indian Standards | CM/L-7427677 | 21 April, 2015 | 28 April 2016 |


| Sl. No | Description | Authority | Registration Number | Date of Issue/ Application | Date of Expiry/ Status |
|--------|--|---|---------------------|----------------------------|------------------------|
| 5. | Bureau of Indian Standards Certification Marks License as per IS 1554:Part 1:1988 (PVC insulated (heavy duty)electric cables: Part 1 for working voltage upto and including 1100v) | Bureau of Indian Standards | CM/L- 7946402 | 01 June, 2015 | 31 May 2016 |
| 6. | Bureau of Indian Standards Certification Marks License as per IS 14255: 1995. (Aerial bunched cables for working voltage upto and including 1100 volts) | Bureau of Indian Standards | CM/L-7915185 | 20 March, 2015 | 19 March 2016 |
| 7. | Bureau of Indian Standards Certification Marks License as per IS 7098: Part 1: 1988. (Cross linked polyethylene insulated pvc sheathed cables: Part 1 for working voltage upto and including 1100 volts) | Bureau of Indian Standards | CM/L-7914890 | 20 March, 2015 | 19 March 2016 |
| 8. | ISO 9001:2008 | International Standards Certifications Pty Ltd. | QAC/R91/1895 | 23 June 2011 | 9 April 2017 |



INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATION/ASSIGNMENTS

Trademarks:

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

| Sl. No | Description | Word/Label Mark | Applicant | Application Number | Date of Filing | Class | Status |
|--------|---|-----------------|---------------------|--------------------|-----------------|-------|------------|
| 1. |  | Device | Ruby Cables Limited | 2224063 | 21 October 2011 | 6 | Registered |

However the Company is not in possession of the Trademark Registration Certificate. For further details, please refer to the chapter titled “*Risk Factors*” beginning on page 17 of this Prospectus.

APPROVALS/LICENSES TO BE APPLIED FOR:

1. Registration of the establishment under the Contract Labour (Regulation and abolition) Act, 1970.

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 September 19, 2015 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013 passed at the Extra-Ordinary General Meeting of our Company held on October 13, 2015 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

None of our Company, our Directors, our Promoter, relatives of Promoter, our Promoter Group, and our Group Companies have 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, Promoter, 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 Promoter, nor any of our Directors or persons in control of our Company were or are 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 eligible for the Issue in accordance with regulation 106M(1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 lakhs. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “General Information” beginning on page 60 of this Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our LM submits the copy of the Prospectus along with a Due Diligence



Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled “General Information” beginning on page 60 of this Prospectus.
5. The Company has Net Tangible assets of at least Rs. 3 crore as per the latest audited financial results.
6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 3 crore as per the latest audited financial results.
7. The Company has track record of distributable profits in terms of section 123 of Companies Act for at least two years out of immediately preceding three financial years and each financial year has a period of at least 12 months or has networth of Rs. 5 crore.
8. The distributable Profit, Net tangible Assets and Net worth of the Company as per the restated financial statements for the period ended September 30, 2015 and for the year ended March 31, 2015, 2014 and 2013 is as set forth below:-

(Rs. In lakhs)

| Particulars | September 30, 2015 | March 31, 2015 | March 31, 2014 | March 31, 2013 |
|------------------------|--------------------|----------------|----------------|----------------|
| Distributable Profits* | 42.29 | (238.13) | 327.09 | 173.03 |
| Net Tangible Assets** | 2,300.92 | 2,317.11 | 2,772.76 | 1,786.23 |
| Net Worth*** | 1,354.02 | 1,311.73 | 1,587.40 | 1,260.31 |

* “Distributable profits” have been computed in terms section 123 of the Companies Act, 2013.

** ‘Net tangible assets’ are defined as the sum of all net assets (i.e. non current assets, current assets less current liabilities) of our Company, excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India

*** “Net Worth” has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any

9. The Post-issue paid up capital of the Company shall be at least Rs. 3 Crore. The post-issue paidup capital of the Company shall be Rs. 625.10 lakhs.
10. The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with both the depositories.
11. The Company has not been referred to Board for Industrial and Financial Reconstruction.
12. No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
13. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

14. There has been no change in the promoter of the Company in the one year preceding the date of filing application to BSE for listing on SME segment.

15. The Company has a website www.rubycables.com

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, IN FORCE THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO STOCK EXCHANGE AND SEBI, A DUE DILIGENCE CERTIFICATE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**



- A. THE PROSPECTUS FILED WITH THE EXCHANGE IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
- B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
- C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN 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. – COMPLIED TO THE EXTENT APPLICABLE

- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC ISSUE SHALL BE IN DEMAT FORM ONLY.**
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**
- 13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE**
- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER’S EXPERIENCE, ETC.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. NOTED FOR COMPLIANCE**
- 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 TRANSACTIONS HAVE ARISEN FROM**



LEGITIMATE BUSINESS TRANSACTIONS.” COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE PROSPECTUS.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

- (1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE EQUITY SHARES 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 EQUITY SHARES OF THE ISSUER.**
- (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 PROSPECTUS- NOT APPLICABLE**
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad in terms of Section 26, 30 and 32 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.rubycables.com, would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated November 16, 2015 and Amendment to Issue Agreement dated March 4, 2016, the Underwriting Agreement dated November 16, 2015 entered into among the Underwriter and our Company and Amendment to Underwriting Agreement dated March 4, 2016, and the Market Making Agreement dated November 16, 2015 entered into among the Market Maker, Lead Manager and our Company and Amendment to Market Making Agreement dated March 4, 2016,.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead 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 Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by 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 Prospectus and the website of the Lead Manager at www.pantomathgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks



(subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, only .

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with BSE for its observations and BSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

BSE Limited ("BSE") has given vide its letter dated December 15, 2015 permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

FILING

A copy of the Draft Prospectus has not been filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3) of SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the SEBI Corporate Finance Department, Ahmedabad. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 shall be delivered to the RoC situated at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from SME Platform of BSE. However application will be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE has given its in-principle approval for using its name in our Prospectus vide its letter dated December 15, 2015.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, 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 BSE mentioned above are taken within six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, the Statutory Auditors, the Peer Reviewed Auditors, (b) Lead manager, Underwriter, Market Maker, Registrar to the Issue, , Banker(s) to the Issue, Legal Advisor to the Issue to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the RoC, as required under sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the 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 Prospectus/ Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.



EXPERT TO THE ISSUE

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.

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 85 of this Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter dated June 24, 2015 between our Company and the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated March 4, 2016 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement and amendment to Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 68 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION OR 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:

Our Company does not have any listed Group Companies, Subsidiary or Associates which have undertaken a capital issue in the last three years preceding the date of this Prospectus.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and unblocking of ASBA account 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 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 November 16, 2015. For further details, please refer to the chapter titled “*Our Management*” beginning on page 154 of this Prospectus.



Our Company has appointed Nikita Patel as Compliance Officer and she may be contacted at the following address:

Nikita Patel

Ruby Cables Limited

15- G.I.D.C., Manjusar, Ta: Savli,
Vadodara, Gujarat-391775, India

Tel: 02667-264554

Fax: 02667-264555

Email: cs@rubycables.com

Website: www.rubycables.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of ASBA account, etc.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There are no changes in auditors of the Company during last three financial years.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 68 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoter 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 are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, our Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Prospectus, the Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges 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 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 in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment 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 303 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled “Dividend Policy” on page 175 of this Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 50 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled “Basis for Issue Price” beginning on page 91 of this Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.



COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to 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 offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, 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 303 of this Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 3,000 Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 3,000 Equity Share subject to a minimum allotment of 3,000 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 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 6 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 offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 INVESTOR

In accordance with Section 72 of the Companies Act, 2013 the sole applicant, or the first applicant along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicant, 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 of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.



PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

| | |
|-----------------|---------------------------|
| ISSUE OPENS ON | Wednesday, March 30, 2016 |
| ISSUE CLOSES ON | Tuesday, April 5, 2016 |

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 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 offer through the Offer 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.

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 6 days of closure of issue.

Further, in accordance with Regulation 106(R) 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 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.

MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- a. If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b. If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board 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 offered through this Issue are proposed to be listed on the SME Platform of BSE (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 of shares offered through the Prospectus. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 60 of this Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 3,000 shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

AS PER THE EXISTENT 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 DEMATERIALIZED 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

The Issuer Company is not issuing any new financial instruments through this Issue.



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 68 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 303 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE 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, an issuer, whose post issue face value capital does not exceed ten crore rupees, 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 SME Platform of BSE). 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 247 and 255 of this Prospectus.

Following is the issue structure:

Public Issue of 20,01,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 50/- per Equity Share (including a premium of Rs. 40/- per Equity Share) aggregating Rs. 1,000.50 Lacs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 18,96,000 Equity Shares ('the Net Issue'), a reservation of 1,05,000 Equity Shares 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 | 18,96,000 Equity Shares | 1,05,000 Equity Shares |
| Percentage of Issue Size available for allocation | 94.75% of Issue Size | 5.25% of Issue Size |
| Basis of Allotment/Allocation if respective category is oversubscribed | Proportionate subject to minimum allotment of 3,000 equity shares and further allotment in multiples of 3,000 equity shares each. For further details please refer to the section titled " <i>Issue Procedure- Basis of Allotment</i> " on page 255 of the Prospectus | Firm allotment |
| Mode of Application | All the applicants shall make the application (Online or Physical) through the ASBA Process | Through ASBA Process Only |
| Minimum Application | For QIB and NII Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application size exceeds Rs 2,00,000 For Retail Individual 3,000 Equity shares | 1,05,000 Equity Shares |
| Maximum Application Size | For QIB and NII: For all other investors the maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable. | 1,05,000 Equity Shares of Face Value of Rs 10 each |



| Particulars | Net Issue to Public* | Market Maker Reservation Portion |
|--------------------------|--|--|
| | <u>For Retail Individuals:</u> 3,000 Equity Shares | |
| Mode of Allotment | Compulsorily in Dematerialised mode | Compulsorily in Dematerialised mode |
| Trading Lot | 3,000 Equity Shares | 3,000 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 Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two day of the closure of the Issue. | |

**50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below Rs. 2,00,000 and the balance 50 % of the shares are reserved for applications whose value is above Rs. 2,00,000.*

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE PROGRAMME

| | |
|------------------------|---------------------------|
| ISSUE OPENS ON | Wednesday, March 30, 2016 |
| ISSUE CLOSES ON | Tuesday, April 5, 2016 |

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m and 3.00 p.m. Applications will be accepted during Issue period on Working Days.

ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “General Information Document”) included below under section “**Part B – General Information Document**”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus and this Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.



APPLICATION FORM

Pursuant to SEBI Circular dated September 27, 2011 and bearing No. CIR/CFD/DIL/4/2011, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

| Category | Colour of Application Form |
|--|----------------------------|
| Resident Indians and Eligible NRIs applying on a non-repatriation basis | White |
| Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion), applying on a repatriation basis (ASBA) | Blue |

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

- an SCSB, with whom the bank account to be blocked, is maintained
- a syndicate member (or sub-syndicate member)
- a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|---|---|
| For applications submitted by investors to SCSB: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| For applications submitted by investors to intermediaries other than SCSBs: | After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |

Upon completion and submission of the Application Form to Application Collecting Intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

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.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com.

WHO CAN APPLY?

In addition to the category of Applicants set forth under “**General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue**”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.

OPTION TO SUBSCRIBE IN THE ISSUE

- 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.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

PARTICIPATION BY ASSOCIATED/ AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations/institutions and not in the names of minors, foreign nationals, non residents (except for those applying on non repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S/RFPI's ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - I. Any transactions in derivatives on a recognized stock exchange;
 - II. Short selling transactions in accordance with the framework specified by the Board;
 - III. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - IV. Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
 - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
 - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depositary Receipts or Global Depositary Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

viii. Any other transaction specified by the Board.

- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- (a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;

- (b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY 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 Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

1. *Equity shares of a company:* The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

The entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and

2. *The industry sector in which the investee company operates:* 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lacs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lacs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FII's, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus/ Prospectus.

INFORMATION FOR THE APPLICANTS

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Prospectus with the RoC at least three days before the Issue Opening Date.
3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.
4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).
5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.
6. The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax



Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)
- iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
- iv) a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to Application Collecting intermediaries. Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

1. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

| | |
|--|---|
| For applications submitted by investors to SCSB: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| For applications | After accepting the application form, respective intermediary shall |

| | |
|--|---|
| submitted by investors to intermediaries other than SCSBs: | capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |
|--|---|

Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

TERMS OF PAYMENT

The entire Issue price of Rs. 50/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one



day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m of the next Working day from the Issue Closing Date.
3. The Application collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Managers nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

- Name of the Applicant;
 - IPO Name;
 - Application Form number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Numbers of Equity Shares Applied for;
 - Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with



Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

ALLOCATION OF EQUITY SHARES

1. The Issue is being made through the Fixed Price Process wherein 1,05,000 Equity Shares shall be reserved for Market Maker. 9,48,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.
2. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

1. Our Company has entered into an Underwriting agreement dated November 16, 2015 and Amendment to the Underwriting Agreement dated March 4, 2016.
2. A copy of the Prospectus will be filed with the RoC in terms of Section 26 of the Companies Act.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- With respect to ASBA Applications ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive a acknowledgement;
- All applicants should submit their applications through the ASBA process only.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Banker to of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.



Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Application Collecting Intermediaries. ASBA Application Forms, which do not bear the stamp of the Application Collecting Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker ('broker') network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broadbase the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447.”



UNDERTAKINGS BY THE COMPANY

We undertake as follows:

3. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
4. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed on sixth day from issue closure date. Working Days from the Issue Closing Date;
5. 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 to the Issue by us;
6. That our Promoter's contribution in full has already been brought in;
7. That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated December 9, 2015 among NSDL, the Company and the Registrar to the Issue;
- b. Agreement dated December 1, 2015 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE812T01010.

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/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR) Regulations, 2009”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the LM(s) to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI (ICDR) Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under 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 upto 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.

2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI (ICDR) Regulations, 2009, the Companies Act, 1956 (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

- (a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 73 of the Companies Act, 1956
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- (e) The Issuer shall have Net Tangible assets of at least Rs. 3 crore as per the latest audited financial results.
- (f) The Net worth (excluding revaluation reserves) of the Issuer shall be at least Rs. 3 crore as per the latest audited financial results.
- (g) The Issuer should have a track record of distributable profits in terms of section 123 of Companies Act, 2013 for two out of immediately preceding three financial years or it should have net worth of at least Rs. 5 Crores.
- (h) The Post-issue paid up capital of the Issuer shall be at least Rs. 3 Crore.
- (i) The Issuer shall mandatorily facilitate trading in demat securities.
- (j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
- (k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.

- (l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- (m) The Company should have a website.
- (n) There has been no change in the promoter of the Company in the one year preceding the date of filing application to BSE for listing on SME segment. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 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. 1,000 lakhs. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT

ISSUES

In accordance with the provisions of the SEBI (ICDR) Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

The Issue shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).



2.5 MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

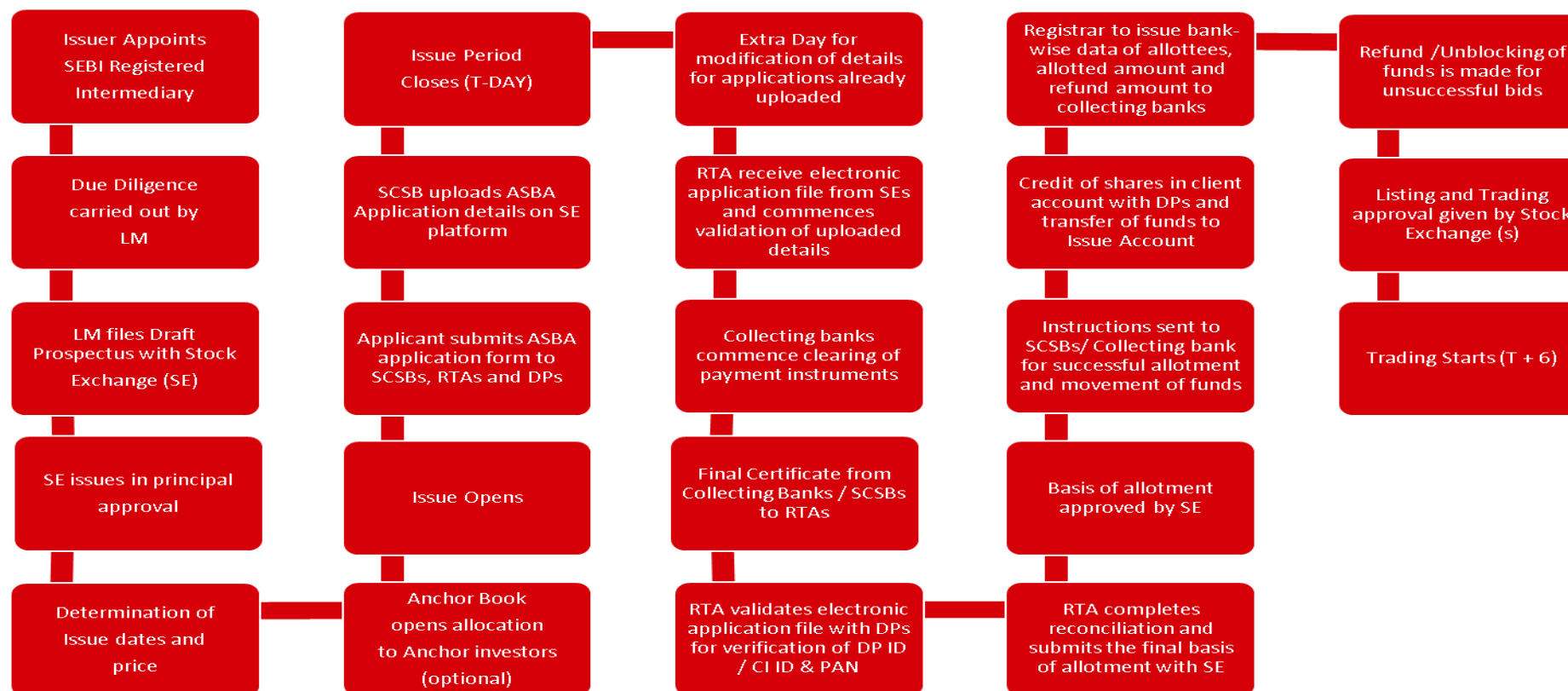
- (a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- (b) If the Paid up Capital of the company is more than 10 crores 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.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

| Category | Colour of the Application |
|---|---------------------------|
| Resident Indian, Eligible NRIs applying on a non repatriation basis | White |
| NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis | Blue |
| Anchor Investors (where applicable) & Applicants applying in the reserved category | Not Applicable |

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



R Application Form

TEAR HERE

COMMON APPLICATION FORM RUBY CABLES LIMITED - PUBLIC ISSUE - R FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS



To,
The Board of Directors
RUBY CABLES LIMITED
Address: 15- G.I.D.C., Manjusr, Ta: Savli, Vadodara - 391775, Gujarat, India.
Contact Details: Tel. No.: 02667-264554. CIN No. U31109GJ1996PLC031359

FIXED PRICE SME ISSUE

INE812T01010

Application
Form No.

Date : _____

| | | | |
|---|--|---|--|
| BROKER'S / SCSB / DP / RTA STAMP & CODE | | SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | |
| SCSB / BANK BRANCH STAMP & CODE | | SCSB / BANK BRANCH SERIAL NO. | |

| | | | |
|---|--|--|-----|
| 1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT | | | |
| Mr. / Ms. | | | Age |
| Address | | | |
| Email | | | |
| Tel. No (with STD code) / Mobile | | | |

| | | | |
|--------------------------------|--|--|--|
| 2. PAN OF SOLE/FIRST APPLICANT | | | |
| | | | |

| | | | |
|---|--|-------------------------------|-------------------------------|
| 3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS | | <input type="checkbox"/> NSDL | <input type="checkbox"/> CDSL |
| For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID. | | | |

| | | | |
|---|------------|--|--|
| 4. APPLICATION DETAILS | | 5. CATEGORY | |
| No. of Equity Shares of Rs.10/- each applied at the Issue Price i.e. at Rs. 50/- per share ^{1&2} | | <input type="checkbox"/> Retail Individual | |
| (In Figures) | (In Words) | <input type="checkbox"/> Non-Institutional | |
| | | <input type="checkbox"/> QIB | |

| | | | |
|--|-------|--|--|
| 6. INVESTOR STATUS | | | |
| <input type="checkbox"/> Individual(s) | - IND | | |
| <input type="checkbox"/> Non-Resident Indians (Non-Repatriation Basis) | - NRI | | |
| <input type="checkbox"/> Hindu Undivided Family* | - HUF | | |
| <input type="checkbox"/> Bodies Corporate | - CO | | |
| <input type="checkbox"/> Banks & Financial Institutions | - FI | | |
| <input type="checkbox"/> Mutual Funds | - MF | | |
| <input type="checkbox"/> National Investment Funds | - NIF | | |
| <input type="checkbox"/> Insurance Funds | - IF | | |
| <input type="checkbox"/> Insurance Companies | - IC | | |
| <input type="checkbox"/> Venture Capital Funds | - VCF | | |
| <input type="checkbox"/> Alternative Investment Funds | - AIF | | |
| <input type="checkbox"/> Others (Please Specify) | - OTH | | |

*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)

PLEASE FILL IN BLOCK LETTERS

| | | | |
|------------------------------|--|-------------------------------|--|
| 7. PAYMENT DETAILS | | PAYMENT OPTION : Full Payment | |
| Amount Paid (Rs. in Figures) | | (Rs. in words) | |
| ASBA Bank A/c No. | | | |
| Bank Name & Branch | | | |

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

| | | |
|---|--|---|
| 8A. SIGNATURE OF SOLE / FIRST APPLICANT | 8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) | BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System) |
| Date: _____, 2016 | I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue | |
| | 1) | |
| | 2) | |

TEAR HERE



RUBY CABLES LIMITED - PUBLIC ISSUE - R

Acknowledgement Slip for Broker / SCSB / DP / RTA

Application Form No.

| | | | |
|-----------------------|--|----------------------------------|-------------------------------|
| DPID / CLID | | PAN | |
| Received from Mr./Ms. | | No. of Equity Shares applied for | SCSB Branch Stamp & Signature |
| Address | | in Figures | |
| Telephone / Mobile | | in words | |
| E-mail | | Amount Paid (₹ in figures) | |
| | | ASBA Bank A/c No. | Name of Bank & Branch |

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TEAR HERE

| | | | | | |
|--|----------------------|------------|----------|---|------------------------------------|
| RUBY CABLES LIMITED - PUBLIC ISSUE - R | No. of Equity Shares | In Figures | In Words | Stamp & Signature of Broker / SCSB / DP / RTA | Name of Sole / First Applicant |
| | Amount Paid (Rs.) | | | | |
| | ASBA Bank A/c No.: | | | | Acknowledgement Slip for Applicant |
| | Bank & Branch: | | | | |

Application Form No.

NR Application Form

TEAR HERE

| | | |
|-------------------------|--|---|
| COMMON APPLICATION FORM | RUBY CABLES LIMITED - PUBLIC ISSUE - NR | FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS |
|-------------------------|--|---|

(Ru cab)
To,
The Board of Directors
RUBY CABLES LIMITED
Address: 15- G.I.D.C., Manjusar, Ta: Savli, Vadodara - 391775, Gujarat, India.
Contact Details: Tel. No.: 02667-264554, CIN No. U31109GJ1996PLC031359

FIXED PRICE SME ISSUE

INE812T01010

Application
Form No.

Date : _____

| | | |
|--|---|--|
| BROKER'S / SCSB / DP / RTA STAMP & CODE | SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | 1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ _____ Age _____ Address _____ _____ Email _____ Tel. No (with STD code) / Mobile _____ |
| SCSB / BANK BRANCH STAMP & CODE | SCSB / BANK BRANCH SERIAL NO. | |
| 2. PAN OF SOLE/FIRST APPLICANT _____ | | |
| | | |

| | |
|--|--|
| 3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID. | 6. INVESTOR STATUS <input type="checkbox"/> Non-Resident Indians (Repatriation basis) NRI <input type="checkbox"/> FII or Sub Account not a Corporate / Foreign Individual FII <input type="checkbox"/> FII Sub Account Corporate/ Individual FII SA <input type="checkbox"/> Foreign Venture Capital Investor FVCI <input type="checkbox"/> Foreign Portfolio Investors FPI <input type="checkbox"/> Others (Please Specify) _____ |
| 4. APPLICATION DETAILS No. of Equity Shares of ₹10/- each applied at the Issue Price i.e. at ₹ 50/- per share ^{1 & 2} (In Figures) _____ (In Words) _____ ¹ Please note that applications must be made in minimum of 3,000 shares and further multiples of 3,000 shares accordingly. ² Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE. | 5. CATEGORY <input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB |

| | |
|---|--------------------------------------|
| 7. PAYMENT DETAILS 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 APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

| | | |
|--|--|---|
| 8A. SIGNATURE OF SOLE / FIRST APPLICANT _____ Date: _____, 2016 | 8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____ | BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System) |
|--|--|---|

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| | |
|--|--|
| (Ru cab) RUBY CABLES LIMITED - PUBLIC ISSUE - NR DPID / CLID _____ PAN _____ | Acknowledgement Slip for Broker/SCSB/DP/RTA Application Form No. _____ |
| Received from Mr./Ms. _____ Address _____ Telephone / Mobile _____ E-mail _____ | No. of Equity Shares applied for in Figures _____ in words _____ Amount Paid (₹ in figures) _____ ASBA Bank A/c No. _____ Name of Bank & Branch _____ SCSB Branch Stamp & Signature _____ |

TEAR HERE

| | | |
|---|---|---|
| RUBY CABLES LIMITED - PUBLIC ISSUE - NR No. of Equity Shares _____ In Figures _____ In Words _____ Amount Paid (₹) _____ ASBA Bank A/c No.: _____ Bank & Branch: _____ | Stamp & Signature of Broker / SCSB / DP / RTA _____ | Name of Sole / First Applicant _____ Acknowledgement Slip for Applicant Application Form No. _____ |
|---|---|---|

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4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the 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 Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:
‘Any person who:
 - **makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or**
 - **makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
 - **otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,****Shall be liable for action under section 447 of the said Act.’**
- (d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

- (a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories’ records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in

- their Depository records, are liable to be rejected.
- (c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
 - (d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
 - (e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- (b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- (c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- (d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- (a) The Issuer may mention Price in the draft Prospectus. However a prospectus registered with RoC contains one price.
- (b) Minimum And Maximum Application Size
 - i. **For Retail Individual Applicants**
The Application must be for a minimum of 3,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 3,000 Equity Shares.
 - ii. **For Other Applicants (Non Institutional Applicants and QIBs):**
The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 3,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law

or regulation or as specified in the Prospectus.

- (c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
 - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (e) The following applications may not be treated as multiple Applications:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
 - iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- i. The categories of applicants identified as per the SEBI (ICDR) Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI (ICDR) Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- iii. The SEBI (ICDR) Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- (a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- (c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- (d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD 7: PAYMENT DETAILS

- (a) Please note that, providing bank account details in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1 Payment instructions for Applicants

- (a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.
- (b) Applicants should specify the Bank Account number in the Application Form.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one Bank Account, a maximum of five Application Forms can be submitted.
- (f) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) RILs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- (d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

- (a) All communications in connection with Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of ASBA Account the Applicants should contact the Registrar to the Issue.
 - ii. In case of ASBA applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
 - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- (b) The following details (as applicable) should be quoted while making any queries -
 - i. full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application.
 - ii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of allotment.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:



Revision Form – R

| COMMON REVISION FORM | | RUBY CABLES LIMITED - PUBLIC ISSUE - REVISION - R | | FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS | | | | | | | | | | | | | | | |
|---|---|---|----------|--|----------|---|--|---|---|---|---|--|--|---|---|-----------|---|---|---|
| <p>To, The Board of Directors RUBY CABLES LIMITED Address: 15- G.I.D.C., Manjusar, Ta: Savli, Vadodara - 391775, Gujarat, India. Contact Details: Tel. No.: 02667-264554. CIN No. U31109GJ1996PLC031359</p> | | FIXED PRICE SME ISSUE INE812T01010 | | Date : _____ Application Form No. _____ | | | | | | | | | | | | | | | |
| BROKER'S / SCBSB / DP / RTA STAMP & CODE | | SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | | 1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ _____ Age _____ Tel. No (with STD code) / Mobile _____ | | | | | | | | | | | | | | | |
| SCBSB / BANK BRANCH STAMP & CODE | | SCBSB / BANK BRANCH SERIAL NO. | | 2. PAN OF SOLE/FIRST APPLICANT _____ 3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 digit DPID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID | | | | | | | | | | | | | | | |
| PLEASE CHANGE MY APPLICATION <input type="checkbox"/> PHYSICAL | | | | | | | | | | | | | | | | | | | |
| 4. FROM (as per last Application or Revision) | | | | | | | | | | | | | | | | | | | |
| Options | No. of Equity Shares applied (Application must be in multiples of 3,000 equity shares) | | | | | | | Price per Equity Share (₹) 50/- (In Figures) | | | | | | | | | | | |
| | (In Figures) | | | | | | | Issue Price | | | | Discount, if any | | | | Net Price | | | |
| | 7 | 6 | 5 | 4 | 3 | 2 | 1 | 4 | 3 | 2 | 1 | 4 | 3 | 2 | 1 | 4 | 3 | 2 | 1 |
| Option 1 | | | | | | | | | | | | | | | | | | | |
| (OR) Option 2 | | | | NOT APPLICABLE | | | | | | | | | | | | | | | |
| (OR) Option 3 | | | | NOT APPLICABLE | | | | | | | | | | | | | | | |
| 5. TO (Revised Application) | | | | | | | | | | | | | | | | | | | |
| Options | No. of Equity Shares applied (Application must be in multiples of 3,000 equity shares) | | | | | | | Price per Equity Share (₹) 50/- (In Figures) | | | | | | | | | | | |
| | (In Figures) | | | | | | | Issue Price | | | | Discount, if any | | | | Net Price | | | |
| | 7 | 6 | 5 | 4 | 3 | 2 | 1 | 4 | 3 | 2 | 1 | 4 | 3 | 2 | 1 | 4 | 3 | 2 | 1 |
| Option 1 | | | | | | | | | | | | | | | | | | | |
| (OR) Option 2 | | | | NOT APPLICABLE | | | | | | | | | | | | | | | |
| (OR) Option 3 | | | | NOT APPLICABLE | | | | | | | | | | | | | | | |
| 6. PAYMENT DETAILS | | | | | | PAYMENT OPTION : Full Payment | | | | | | | | | | | | | |
| 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 APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVER LEAF. | | | | | | | | | | | | | | | | | | | |
| 7A. SIGNATURE OF SOLE / FIRST APPLICANT | | | | | | 7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) | | | | | | BROKER / SCBSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System) | | | | | | | |
| Date: _____, 2016 | | | | | | I/We authorize the SCBSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____ | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| TEAR HERE | | | | | | | | | | | | | | | | | | | |
| | | | | | | RUBY CABLES LIMITED - PUBLIC ISSUE - REVISION - R | | | | | | Acknowledgement Slip for Broker/SCBSB/DP/RTA Application Form No. _____ | | | | | | | |
| DPID / CLID _____ | | | | | | PAN _____ | | | | | | | | | | | | | |
| Additional Amount Paid (₹ in figures) _____ | | | | | | Bank & Branch _____ | | | | | | SCBSB Branch Stamp & Signature | | | | | | | |
| ASBA Bank A/c No. _____ | | | | | | | | | | | | | | | | | | | |
| Received from Mr./Ms. _____ | | | | | | | | | | | | | | | | | | | |
| Telephone / Mobile _____ Email _____ | | | | | | | | | | | | | | | | | | | |
| TEAR HERE | | | | | | | | | | | | | | | | | | | |
| RUBY CABLES LIMITED - PUBLIC ISSUE - REVISION - R | Option 1 | | Option 2 | | Option 3 | | Stamp & Signature of Broker / SCBSB / DP / RTA | | | | | | Name of Sole / First Applicant _____ _____ _____ _____ | | | | | | |
| | No. of Equity Shares | | | | | | | | | | | | | | | | | | |
| | Issue Price | | | | | | | | | | | | | | | | | | |
| | Additional Amount Paid (₹) | | | | | | | | | | | | | | | | | | |
| | ASBA Bank A/c No.: _____ Bank & Branch: _____ | | | | | | Acknowledgement Slip for Applicant Application Form No. _____ | | | | | | | | | | | | |

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION REVISION 'FROM' AND 'TO'

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- (b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

- (a) Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

| Mode of Application | Submission of Application Form |
|---------------------------|--|
| All Investors Application | To the Application Collecting Intermediaries |

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5.1 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or

institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 3,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;



- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date , unless the extended time is permitted by BSE.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the SME Platform of BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- (a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category x number of Shares applied for).
- (b) The number of Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (c) For applications where the proportionate allotment works out to less than 3,000 equity shares the allotment will be made as follows:
 - i. Each successful Applicant shall be allotted 3,000 equity shares; and
 - ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- (d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 3,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 3,000 equity shares subject to a minimum allotment of 3,000 equity shares.
- (e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if

any, remaining after such adjustment will be added to the category comprising Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 3,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

- (f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:
- i. As per Regulation 43 (4) of SEBI (ICDR) Regulations, as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - ii. The balance net offer of shares to the public shall be made available for allotment to
 - individual applicants other than retails individual investors and
 - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.
 - iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.** Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitution 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

In case of ASBA Applications: Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds for ASBA Applicants

In case of ASBA Applicants, 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 applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

| Term | Description |
|---|--|
| Allotment/ Allot/ Allotted | The allotment of Equity Shares pursuant to the Issue to successful Applicants |
| Allottee | An Applicant to whom the Equity Shares are Allotted |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges |
| Anchor Investor | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI (ICDR) Regulations, 2009. |
| Anchor Investor Portion | Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the Lead Manager, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is 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 Anchor Investors |
| Application | An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto. |
| Application Form | The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue |
| Application Collecting Intermediaries | <ul style="list-style-type: none"> i) an SCSB, with whom the bank account to be blocked, is maintained ii) a syndicate member (or sub-syndicate member), if any iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker'), if any iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| Application Supported by Blocked Amount/(ASBA)/ASBA | An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB |
| ASBA Account | Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Applicant |
| ASBA Application | An Application made by an ASBA Applicant |
| Application Amount | The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable). |
| Banker(s) to the Issue | The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account may be opened, and as |

| Term | Description |
|---|---|
| | disclosed in the Prospectus and Bid cum Application Form of the Issuer |
| Basis of Allotment | The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue |
| Issue Closing Date | The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date |
| Issue Opening Date | The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the Prospectus for the Issue Opening Date |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI (ICDR) Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period |
| Application Amount | The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable). |
| Application Form | The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. |
| Applicant/ASBA Applicant | Any prospective investor (including an ASBA Applicant) who makes an application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to an Applicant should be construed to mean an Bidder/ Applicant |
| Book Building Process/ Book Building Method | The book building process as provided under SEBI (ICDR) Regulations, 2009 |
| Lead Manager(s)/Lead Manager/ LM | The Lead Manager to the Issue as disclosed in the Draft Prospectus/ Prospectus and the Bid Application Form of the Issuer. |
| Business Day | Monday to Friday (except public holidays) |
| CAN/Confirmation of Allotment Note | The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange |
| Client ID | Client Identification Number maintained with one of the Depositories in relation to demat account |
| Companies Act | The Companies Act, 1956 and The Companies Act, 2013 (to the extant notified) |
| DP | Depository Participant |
| DP ID | Depository Participant's Identification Number |
| Depositories | National Securities Depository Limited and Central Depository Services (India) Limited |
| Demographic Details | Details of the Bidders/Applicants including the Bidder/Applicant's address, |

| Term | Description |
|---|--|
| | name of the Applicant's father/husband, investor status, occupation and bank account details |
| Designated Branches | Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on- http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries |
| Designated Date | The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful |
| Designated Stock Exchange | The designated stock exchange as disclosed in the Draft Prospectus/ Prospectus of the Issuer |
| Discount | Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI (ICDR) Regulations, 2009. |
| Draft Prospectus | The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band |
| Employees | Employees of an Issuer as defined under SEBI (ICDR) Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details/ Applicant may refer to the Prospectus |
| Equity Shares | Equity shares of the Issuer |
| FCNR Account | Foreign Currency Non-Resident Account |
| Applicant | The Applicant whose name appears first in the Application Form or Revision Form |
| FPI(s) | Foreign Portfolio Investor |
| Fixed Price Issue/ Fixed Price Process/Fixed Price Method | The Fixed Price process as provided under SEBI (ICDR) Regulations, 2009, in terms of which the Issue is being made |
| FPO | Further public offering |
| 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 |
| IPO | Initial public offering |
| Issue | Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable |
| Issuer/ Company | The Issuer proposing the initial public offering/further public offering as applicable |
| Issue Price | The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s) |
| Maximum RII Allottees | The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot. |
| MICR | Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf |
| Mutual Fund | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996 |

| Term | Description |
|---|--|
| NECS | National Electronic Clearing Service |
| NEFT | National Electronic Fund Transfer |
| NRE Account | Non-Resident External Account |
| NRI | NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares |
| NRO Account | Non-Resident Ordinary Account |
| Net Issue | The Issue less Market Maker Reservation Portion |
| Non-Institutional Investors or NIIs | All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs) |
| Non-Institutional Category | The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form |
| Non-Resident | A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI |
| OCB/Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA |
| Offer for Sale | Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder |
| Other Investors | Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| PAN | Permanent Account Number allotted under the Income Tax Act, 1961 |
| Prospectus | The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information |
| Public Issue Account | An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date |
| QIB Category Qualified Institutional Buyers or QIBs | The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI (ICDR) Regulations, 2009 |
| Refunds through electronic transfer of funds | Refunds through ASBA |
| Registrar to the Issue/RTI | The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Bid cum Application Form |
| Reserved Category/ Categories | Categories of persons eligible for making application under reservation portion |
| Reservation Portion | The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2009 |
| Retail Individual | Investors who applies or for a value of not more than Rs. 2,00,000. |

| Term | Description |
|---|---|
| Investors / RIIs | |
| Retail Individual Shareholders | Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000. |
| Retail Category | The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis. |
| Revision Form | The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s) |
| RoC | The Registrar of Companies |
| SEBI | The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 |
| SEBI (ICDR) Regulations, 2009 | The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 |
| Self Certified Syndicate Bank(s) or SCSB(s) | A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html |
| SME IPO | Initial public offering as chapter XB of SEBI (ICDR) Regulation |
| SME Issuer | The Company making the Issue under chapter XB of SEBI (ICDR) Regulation |
| Stock Exchanges/SE | The stock exchanges as disclosed in the Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed |
| Self Certified Syndicate Bank(s) or SCSB(s) | A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html |
| Specified Locations | Refer to definition of Broker Centers |
| Syndicate Member(s)/SM | The Syndicate Member(s) as disclosed in the Prospectus |
| Syndicate | The Book Running Lead Manager(s) and the Syndicate Member |
| Syndicate Agreement | The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants) |
| Underwriters | The Lead Manager(s) |
| Underwriting Agreement | The agreement entered into between the Underwriters and our Company |
| Working Day | (i) Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; (ii) Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 |

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 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, of the Government of India (“**DIPP**”) has issued consolidated FDI Policy, which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on May 12, 2015. Further, DIIP has issued a press note dated November 10, 2015 which introduces a few changes in the consolidated FDI Policy issued on May 12, 2015. The Government usually update the consolidated circular on FDI Policy once every Year and therefore, FDI Policy of 2015 will be valid until the DIPP issues an updated circular.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are 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 consolidated FDI Policy of 2015, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of FIPB or 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 the non-resident shareholding is within the sectorial limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

Accordingly the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. However the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be



offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of the laws or regulations applicable to them

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II to the Companies Act and the SEBI Regulations, the main provisions of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles

| Sr. No | Particulars | |
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| 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 Ruby Cables Limited | Company |
| | (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 |

| Sr. No | Particulars | |
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| | (j) The marginal notes hereto shall not affect the construction thereof. | Marginal notes |
| | (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) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act. | Special Resolution |
| | (x) Words importing the Singular number include where the context admits or requires the plural number and vice versa. | Singular number |
| | (y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company. | Statutes |
| | (z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time. | These presents |
| | (aa) "Variation" shall include abrogation; and "vary" shall include abrogate. | Variation |
| | (bb) "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. | a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of | Authorized Capital. |

| Sr. No | Particulars | |
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| | Association of the Company from time to time. | |
| | b) The minimum paid up Share capital of the Company shall be Rs.5,00,000/- or such other higher sum as may be prescribed in the Act 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 out of the profits of | Provisions to apply on issue of Redeemable Preference Shares |

| Sr. No | Particulars | |
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| | <p>the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(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</p> <p>(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</p> | |
| 10. | <p>The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>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.</p> | Reduction of capital |
| 11. | <p>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.</p> | Debentures |
| 12. | <p>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.</p> | Issue of Sweat Equity Shares |
| 13. | <p>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 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.</p> | ESOP |

| Sr. No | Particulars | |
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| 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 |
| 19. | 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 creation or issue of further shares ranking pari passu therewith. | New Issue of Shares not to affect rights attached to existing shares of that class. |
| 20. | 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 | Shares at the disposal of the Directors. |

| Sr. No | Particulars | |
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| | 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. | |
| 21. | 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. |
| 22. | 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 sub-divided. 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. |
| 23. | 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. |
| 24. | 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 |
| 25. | 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 recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly. | Deposit and call etc.to be a debt payable immediately. |
| 26. | 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 | Liability of Members. |

| Sr. No | Particulars | |
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| | for the payment thereof. | |
| 27. | 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 | |
| 28. | 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 | |
| 29. | <p>(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 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.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and</p> | Share Certificates. |

| Sr. No | Particulars | |
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| | <p>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.</p> <p>(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.</p> | |
| 30. | <p>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.</p> <p>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.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p> | Issue of new certificates in place of those defaced, lost or destroyed. |
| 31. | <p>(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 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.</p> | The first named joint holder deemed Sole holder. |
| | <p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p> | Maximum number of joint holders. |
| 32. | <p>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,</p> | Company not bound to recognise any interest in share other than that of registered |

| Sr. No | Particulars | |
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| | 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. | holders. |
| 33. | 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 | |
| 34. | 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 |
| 35. | The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful. | Brokerage |
| | CALLS | |
| 36. | (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. (3) A call may be made payable by installments. | Directors may make calls |
| 37. | 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 |
| 38. | 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. |
| 39. | 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. |

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| 40. | 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. |
| 41. | 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. |
| 42. | 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. |
| 43. | 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 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. | Proof on trial of suit for money due on shares. |
| 44. | 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. |
| 45. | (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and | Payments in Anticipation of calls may carry interest |

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| | <p>upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p> | |
| | LIEN | |
| 46. | <p>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.</p> | Company to have Lien on shares. |
| 47. | <p>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.</p> | As to enforcing lien by sale. |
| 48. | The net proceeds of any such sale shall be received by the | Application 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. | proceeds of sale. |
| | FORFEITURE AND SURRENDER OF SHARES | |
| 49. | 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. |
| 50. | 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. |
| 51. | 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. |
| 52. | 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 |
| 53. | 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 | Forfeited shares to be property of the Company and may |

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| | such terms and in such manner as the Board in their absolute discretion shall think fit. | be sold etc. |
| 54. | 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. |
| 55. | 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. |
| 56. | 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. |
| 57. | 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 irregularly 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. |
| 58. | 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. |
| 59. | 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. |
| 60. | 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 | Validity of sale |

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| | 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. | |
| 61. | 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 | |
| 62. | (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. |
| 63. | 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. |
| 64. | 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 operation of law. | Transfer not to be registered except on production of instrument of transfer. |
| 65. | 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 | Directors may refuse to register transfer. |

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| | whatsoever; | |
| 66. | 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. |
| 67. | 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. |
| 68. | The Board of Directors shall have power on giving not less than seven days pervious 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 debenture holder or other security holders. |
| 69. | 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. |
| 70. | 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. |
| 71. | 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. |
| 72. | (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 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 | Recognition of legal representative. |

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| | <p>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</p> <p>(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.</p> | |
| 73. | <p>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.</p> | Titles of Shares of deceased Member |
| 74. | <p>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.</p> | Notice of application when to be given |
| 75. | <p>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 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'.</p> | Registration of persons entitled to share otherwise than by transfer. (transmission clause). |
| 76. | <p>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</p> | Refusal to register nominee. |

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| | as if he were the transferee named in an ordinary transfer presented for registration. | |
| 77. | 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. |
| 78. | 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. |
| 79. | 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. |
| 80. | No transfer shall be made to any minor, insolvent or person of unsound mind. | No transfer to insolvent etc. |
| NOMINATION | | |
| 81. | <p>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 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.</p> <p>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</p> <p>iii) The Company shall not be in any way responsible for</p> | Nomination |

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| | <p>transferring the securities consequent upon such nomination.</p> <p>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.</p> | |
| 82. | <p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(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;</p> <p>(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.</p> <p>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.</p> | Transmission of Securities by nominee |
| | DEMATERIALIZATION OF SHARES | |
| 83. | 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 | |
| 84. | Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles. | Joint Holders |
| 85. | (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 | Title of survivors. |

| Sr. No | Particulars | |
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| | joint holder from any liability of shares held by them jointly with any other person; | |
| | (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 | | |
| 86. | 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 |
| 87. | <p>(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.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p> | Deposit of share warrants |
| 88. | <p>(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 Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(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.</p> | Privileges and disabilities of the holders of share warrant |
| 89. | 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 |

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| | CONVERSION OF SHARES INTO STOCK | |
| 90. | 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. |
| 91. | 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. |
| 92. | 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. |
| 93. | 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 | |
| 94. | 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 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. | Power to borrow. |
| 95. | 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. |

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| 96. | 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. |
| 97. | 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. |
| 98. | 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. |
| 99. | 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 surely 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. |
| MEETINGS OF MEMBERS | | |
| 100. | All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings. | Distinction between AGM & EGM. |
| 101. | (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 | When a Director or any two Members may call an Extra Ordinary General Meeting |

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| | 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. | |
| 102. | 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. |
| 103. | 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 |
| 104. | 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. |
| 105. | 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 adjourned meeting. | Chairman with consent may adjourn meeting. |
| 106. | 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. |
| 107. | 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. |
| 108. | 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 | |

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| 109. | 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. |
| 110. | 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. |
| 111. | 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. |
| 112. | 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 |
| 113. | 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 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. | Postal Ballot |
| 114. | A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. | E-Voting |
| 115. | 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 | Votes of joint members. |

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| | holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members. | |
| 116. | 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 |
| 117. | 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. |
| 118. | (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. |
| 119. | 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 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. | Votes in respect of shares of deceased or insolvent members. |
| 120. | 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. |
| 121. | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy | Appointment of a Proxy. |

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| | 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. | |
| 122. | An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105. | Form of proxy. |
| 123. | 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. |
| 124. | 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. |
| 125. | 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 | |
| 126. | 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 |
| 127. | A Director of the Company shall not be bound to hold any Qualification Shares in the Company. | Qualification shares. |
| 128. | (a) Subject to the provisions of the Companies Act, 2013 and 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 | Nominee Directors. |

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| | <p>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.</p> <p>(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.</p> | |
| 129. | 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. |
| 130. | 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 |
| 131. | 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 vacated by him. | Directors power to fill casual vacancies. |
| 132. | 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. |
| 133. | 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 | | |
| 134. | <p>(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.</p> <p>(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.</p> | Meetings of Directors. |
| 135. | a) The Directors may from time to time elect from among their | Chairperson |

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| | <p>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.</p> <p>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.</p> | |
| 136. | 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. |
| 137. | 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 |
| 138. | 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 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. | Directors may appoint committee. |
| 139. | 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. |
| 140. | <p>a) A committee may elect a Chairperson of its meetings.</p> <p>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.</p> | Chairperson of Committee Meetings |
| 141. | <p>a) A committee may meet and adjourn as it thinks fit.</p> <p>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.</p> | Meetings of the Committee |
| 142. | 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 | Acts of Board or Committee shall be valid notwithstanding |

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| | 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. | defect in appointment. |
| | RETIREMENT AND ROTATION OF DIRECTORS | |
| 143. | 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 | |
| 144. | 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 been valid if that regulation had not been made. | Powers of the Board |
| 145. | 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 | To erect & construct. |

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| | 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. | |
| | (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, surrender or discontinue any policies of assurance effected in pursuance of this power. | To insure properties of the Company. |
| | (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 |

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| | (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 mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon; | To give Security by way of indemnity. |
| | (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 | Transfer to Reserve Funds. |

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| | <p>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 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.</p> | |
| (19) | <p>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.</p> | <p>To appoint and remove officers and other employees.</p> |
| (20) | <p>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</p> | <p>To appoint Attorneys.</p> |

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| | sub-delegate all or any of the powers, authorities and discretion for the time being vested in them. | |
| | (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. |
| | (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 | |

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| | <p>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 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.</p> | |
| | <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be</p> | |

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| | necessary or expedient to comply with. | |
| | MANAGING AND WHOLE-TIME DIRECTORS | |
| 146. | <p>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.</p> <p>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.</p> | Powers to appoint Managing/ Wholetime Directors. |
| 147. | 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. |
| 148. | <p>(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.</p> <p>(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.</p> <p>(3) The Company's General Meeting may also from time 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.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with</p> | Powers and duties of Managing Director or Whole-time Director. |

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| | <p>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.</p> <p>(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.</p> | |
| | Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer | |
| 149. | <p>a) Subject to the provisions of the Act,—</p> <ol style="list-style-type: none"> 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; A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. <p>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.</p> | Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer |
| | THE SEAL | |
| 150. | <p>(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.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p> | The seal, its custody and use. |
| 151. | 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 | Deeds how executed. |

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| | shall sign every instrument to which the seal of the company is so affixed in their presence. | |
| | Dividend and Reserves | |
| 152. | <p>(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.</p> <p>(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.</p> <p>(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.</p> | Division of profits. |
| 153. | 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. |
| 154. | <p>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.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p> | Transfer to reserves |
| 155. | Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company. | Interim Dividend. |
| 156. | 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. |
| 157. | 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. |
| 158. | All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion | Dividends in proportion to |

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| | 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. | amount paid-up. |
| 159. | 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 |
| 160. | 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. |
| 161. | 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. |
| 162. | 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. |
| 163. | <p>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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> | Dividends how remitted. |
| 164. | 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. |
| 165. | 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 | | |
| 166. | <p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(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</p> <p>(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</p> | Capitalization. |

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| | <p>dividend and in the same proportions.</p> <p>(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:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(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</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(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.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p> | |
| 167. | <p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(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</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(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</p> <p>(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 existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(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.</p> | Fractional Certificates. |
| 168. | <p>(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</p> | Inspection of Minutes Books of General Meetings. |

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| | <p>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.</p> <p>(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.</p> | |
| 169. | <p>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.</p> <p>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.</p> | Inspection of Accounts |
| | FOREIGN REGISTER | |
| 170. | 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 | |
| 171. | 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. |
| 172. | 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 | |
| 173. | <p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(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.</p> <p>(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.</p> <p>(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</p> | |

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| | 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 | |
| 174. | 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. |
| 175. | 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 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. | Not responsible for acts of others |
| | SECRECY | |
| 176. | (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 | Secrecy |

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| | 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. | |
| | (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 Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 15- G.I.D.C., Manjusar, Ta: Savli, Vadodara, Gujarat- 391775, India from date of filing this Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated November 16, 2015 and amendment to Issue Agreement dated March 4, 2016 between our Company and the Lead Manager.
2. Registrar Agreement dated March 4, 2016 between our Company and Karvy Computershare Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated November 16, 2015 and amendment to Underwriting Agreement dated March 4, 2016 between our Company and Underwriter viz. Lead Manager.
4. Market Making Agreement dated November 16, 2015 and amendment to Underwriting Agreement dated March 4, 2016 between our Company, Market Maker and the Lead Manager.
5. Public Issue Account Agreement dated March 4, 2016 amongst our Company, the Lead Manager, Public Issue Banks and the Registrar to the Issue.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated December 9, 2015.
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated December 1, 2015.

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Resolution of the Board dated September 19, 2015 authorizing the Issue
3. Special Resolution of the shareholders passed at the EGM dated October 13, 2015 authorizing the Issue.
4. Statement of Tax Benefits dated November 18, 2015 issued by our Peer Reviewed Auditor Vijay N. Tewar & Co., Chartered Accountants.
5. Report of the Peer Reviewed Auditor, Vijay N. Tewar & Co., Chartered Accountants, dated November 20, 2015 on the Restated Financial Statements for the period ended September 30, 2015 and for the financial year ended as on March 31, 2015, 2014, 2013, 2012 & 2011 of our Company.
6. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Statutory Auditors, Peer Reviewed Auditor, Legal Advisor to the Issue, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue / Public Issue Banks, Refund Banker to the Issue, to act in their respective capacities.
7. Copy of approval from BSE Limited *vide* letter dated December 15, 2015, to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE Limited.
8. Due Diligence Certificate dated November 30, 2015 from Lead Manager to BSE Limited.

9. Copy of the agreement dated October 13, 2015 for appointing Chirag Gada as Managing Director of our Company.

None of the contracts or documents mentioned in this Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

Signed by all the Directors, Promoter, Chief Financial Officer and Company Secretary and Compliance Officer of our Company

| Name and designation | Signature |
|--|-----------|
| <i>Chirag Gada</i> <i>Promoter, Chairman and Managing Director</i> | Sd/- |
| <i>Nivedita Pandya</i> <i>Non-executive Director</i> | Sd/- |
| <i>Ashok Kumar Singh</i> <i>Independent Director</i> | Sd/- |
| <i>Ashok Kumar Krishan Singh Gautam</i> <i>Independent Director</i> | Sd/- |
| <i>Rajendrakumar Patel</i> <i>Independent Director</i> | Sd/- |

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company

Sd/-

Sanket Patel
Chief Financial Officer

Sd/-

Nikita Patel
Company Secretary & Compliance Officer

Place: Vadodara
Date: March 22, 2016

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. | Supreme (India) Impex Limited | 7.87 | 60.00 | March 31, 2015 | 62.00 | 4.17% (-3.65%) | 15.83% (-2.03%) | 16.33% (-3.69%) |
| 2. | Filtra Consultants and Engineers Limited | 3.11 | 42.00 | April 15, 2015 | 42.80 | 2.38% (-5.12%) | 1.19% (-3.01%) | -8.93% (-5.18%) |
| 3. | Ambition Mica Limited | 4.29 | 40.00 | July 14, 2015 | 45.00 | 11.25% (-1.37%) | 42.50% (-3.68%) | 43.75% (-11.12%) |
| 4. | Jiya Eco-Products Limited | 4.58 | 19.00 | July 16, 2015 | 21.75 | 46.84% (-2.00%) | 30.00% (-5.86%) | 26.58% (-13.23%) |
| 5. | M.D. Inducto Cast Limited | 17.23 | 27.00 | July 16, 2015 | 28.10 | 48.33% (-2.00%) | 85.19% (-5.86%) | 68.15% (-13.23%) |
| 6. | Majestic Research Services and Solutions Limited | 1.428 | 12.75 | July 16, 2015 | 14.00 | 225.10% (-2.00%) | 274.90% (-5.86%) | 622.75% (-13.23%) |
| 7. | Mangalam Seeds Limited | 5.70 | 50.00 | August 12, 2015 | 55.00 | 15.20% (-6.87%) | 71.25% (42.50%) | 44.50% (-11.72%) |
| 8. | Sri Krishna Constructions (India) Limited | 11.34 | 45.00 | October 01, 2015 | 39.90 | -2.22% (1.66%) | -0.89% (-1.00%) | NA |
| 9. | Patdiam Jewellery Limited | 5.0046 | 38.00 | October 16, 2015 | 43.00 | 61.84% (-5.34%) | 63.03% (-8.97%) | NA |
| 10. | Vidli Restaurants Limited | 1.31 | 10 | February 15, 2016 | 12.00 | 149.50 % (9.37%) | NA | NA |



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 | 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* | 6.855 | - | - | - | - | 1 | - | - | - | - | - | 1 | - |
| 14-15 | **5 | 56.844 | - | - | - | - | - | 5 | - | - | - | - | 2 | 3 |
| 15-16 | ***9 | 54.01 | - | - | 1 | 2 | 2 | 4 | - | - | 1# | 2 | 3 | - |

*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.

***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 of Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited have not completed 180 Days from calendar day.