



## RAMSONS FOOD PRODUCTS LIMITED

Our company was originally formed as Partnership Firm in the name and style of "M/s Ramsons" through partnership deed dated November 12, 2004. Subsequently the constitution of partnership firm was changed through partnership deed dated April 01, 2005, April 01, 2007, April 01, 2010 and February 01, 2019. Further, the Partnership Firm was converted into Public Limited Company "Ramsons Food Products Limited" on May 08, 2019 under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U51900DL2019PLC349813. For further details of our Company, please refer to the chapters titled 'General Information' and 'Our History and Certain Corporate Matters' beginning on page numbers 41 and 105, respectively, of this Draft Prospectus.

**Registered Office:** 321, Khajoor Road, Karol Bagh, New Delhi-110005

**Tel:** +91-11-47041345, **Fax:** N.A., **Website:** [www.ramsonsfood.com](http://www.ramsonsfood.com), **E-mail:** [cs@ramsonsfood.com](mailto:cs@ramsonsfood.com)

**Company Secretary and Compliance Officer:** Ms. Priya Dubey

**PROMOTERS:** MR. ASHOK GUPTA, MR. PARDEEP KUMAR GUPTA, MR. BHUSHAN GUPTA, MS. ARCHANA GUPTA, MR. ANU GUPTA, MS. ANITA GUPTA AND MS. SANDHYA GUPTA

### THE ISSUE

INITIAL PUBLIC OFFER OF 27,00,000\* EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF RAMSONS FOOD PRODUCTS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE) AGGREGATING UP TO RS. [●] LAKHS ("ISSUE") OF WHICH [●] EQUITY SHARES OF FACE VALUE RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE AGGREGATING RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE, AGGREGATING RS. [●] LAKHS IS HERINAFTER REFERED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.47%\* AND [●], RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 197 OF THIS DRAFT PROSPECTUS.

**THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE ISSUE PRICE OF RS. [●] /- IS [●] TIMES OF THE FACE VALUE.**

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER "ISSUE PROCEDURE" ON PAGE 203 OF THIS DRAFT PROSPECTUS.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the potential investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI (Unified Payment Interface) as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled "Issue Procedure" beginning on page 203 of the Draft Prospectus. A copy of Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10/-. The Issue Price as stated under the chapter titled 'Basis for the Issue Price' beginning on page 68 of this Draft 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 our Company and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Draft Prospectus. Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 17 of this Draft Prospectus.

### ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft 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 Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited. In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from BSE Limited for using its name in the Prospectus for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Issue, BSE Limited shall be the Designated Stock Exchange.

### LEAD MANAGER TO THE ISSUE

  
Corporate Capital Ventures  
**CORPORATE CAPITAL VENTURES PRIVATE LIMITED**  
SEBI Registration No.: MB/INM000012276  
160 L.G.F., Vinoba Puri, Lajpat Nagar -II, New Delhi- 110024  
Tel No.: +91-11-41704066  
Contact Person: Mr. Tushar Shukla  
Website: [www.ccvindia.com](http://www.ccvindia.com); E-mail: [info@ccvindia.com](mailto:info@ccvindia.com);

### REGISTRAR TO THE ISSUE

  
Toward Excellence  
**Skyline Financial Services Pvt. Ltd.**  
**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**  
SEBI Registration No.: INR000003241  
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020  
Tel No: +91- 11-40450193-97; Fax No: +91-11-26812683  
Contact Person: Mr. Khan Mohd. Ubed  
Website: [www.skylinerta.com](http://www.skylinerta.com); Email: [compliances@skylinerta.com](mailto:compliances@skylinerta.com)

### OFFER PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

\* Number of shares may need to be adjusted for Lot size upon determination of issue price.



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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Statements”, Outstanding Litigation and Other Material Developments”, will have the meaning ascribed to such terms in these respective sections.

#### General Terms

Term	Description
“Ramsons Food Products Limited”, “We” or “us” or “our Company” or “the Issuer” or “the Company”	Unless the context otherwise requires, refers to Ramsons Food Products Limited, a company incorporated under the Companies Act, 2013, having registered office at 321, Khajoor Road, Karol Bagh, New Delhi-110005

#### Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Ramsons Food Products Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder vide Board Resolution dated June 10, 2019 and disclosed as such in the chapter titled “Our Management” on page 109 of this Draft Prospectus.
Auditors	The Statutory Auditors of our Company, being M/s GMR & Co., Chartered Accountants.
Board of Directors / Board/ Director(s)	The Board of Directors of Ramsons Food Products Limited, including all duly constituted Committees thereof.
Central Registration Centre (CRC)	It’s an initiative of Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details please refer <a href="http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html">http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html</a>
Companies Act	The Companies Act, 2013 including provisions of Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Priya Dubey
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Rajender Kumar Ahuja
Depositories Act	The Depositories Act, 1956, as amended from time to time
Equity Shares	Equity Shares of our Company of Face Value of Rs.10/- each unless otherwise



Terms	Description
	specified in the context thereof.
HUF	Hindu Undivided Family
Equity Shareholders	Persons holding equity shares of our Company.
Group Companies	Companies which are covered under the applicable accounting standards and other companies as considered material by our Board, and disclosed in the chapter titled “Our Group Entities” beginning on page 132 of this Draft Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled “Our Management” on page 109 of this Draft Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Ramsons Food Products Limited.
Non Residents	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign (Outside India) Regulations, 2000
Person or 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 validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters or Our Promoters	Mr. Ashok Gupta, Mr. Pardeep Kumar Gupta, Mr. Bhushan Gupta, Ms. Archana Gupta, Mr. Anu Gupta, Ms. Anita Gupta and Ms. Sandhya Gupta
Promoters Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoters Group”. For further details refer page 124 of this Draft Prospectus.
Registered Office	The Registered of our company which is located at 321, Khajoor Road, Karol Bagh, New Delhi - 110005.
RoC	Registrar of Companies, National Capital Territory of Delhi & Haryana
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of BSE Limited.

### Offer Related Terms

Terms	Description
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.



<b>Terms</b>	<b>Description</b>
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply(ies) through the ASBA process.
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.
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 203 of this Draft Prospectus.
Branch Office 1	1588, Malerana Road, Near Punjabi Dharamshala, Adrash Nagar, Faridabad, Haryana, 121004
Branch Office 2	G.F. C-188, Sector 108, Gautam Budh Nagar , Noida Up
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 Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , 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.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	SME Platform of BSE Limited
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 Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
SME Platform of BSE Limited	The SME Platform of BSE Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME



Terms	Description
	Exchange.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/Initial Public Offering/ IPO	Initial Public Issue of 27,00,000* Equity Shares of face value of Rs.10/- each fully paid up of our Company for cash at a price of Rs. 10/- per Equity Share (including a premium of Rs. 10/- per Equity Share) aggregating Rs. 10 Lakhs. * Number of shares may need to be adjusted for Lot size upon determination of issue price.
Issue Agreement	The agreement dated June 20, 2019 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription.
Issue Opening Date	The date on which Issue opens for subscription.
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 Draft Prospectus being Rs. 10/- 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. 10 Lakhs.
LM / Lead Manager	Lead Manager to the Issue, in this case being Corporate CapitalVentures Private Limited.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker	Market Makers appointed by our Company from time to time. Nikunj Stock Brokers Limited, who have 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 Making Agreement	The Agreement entered into between the Lead Manager, Market Maker and our Company dated [●].
Market Maker Reservation	The Reserved Portion of 10 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 10/- per Equity Share aggregating Rs. 10 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.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of Rs.10/- each of Issuer at Rs. [●] /- (including share premium of Rs. [●]/-) per Equity Share aggregating to Rs. [●] Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 62 of this Draft Prospectus.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000.
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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue
Payment through	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable



Terms	Description
electronic transfer of funds	
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. ICICI Bank Limited by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus, which is filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 Lakh, pension fund with minimum corpus of Rs. 2,500 Lakh, NIF and insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being ICICI Bank Limited.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Offer	Registrar to the Offer being Skyline Financial Services Pvt. Ltd. For more information please refer "General Information" on page number 41 of this Draft Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000
SCSB	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 <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case ICICI Bank Limited.
Underwriter	Underwriter to this Issue is [●].
Underwriting Agreement	The agreement dated [●] entered into between [●] and our Company
Registered Office	321, Khajoor Road, Karol Bagh, New Delhi-110005
Warehouse 1	A 828, Near Hanuman Mandir, Shastri Nagar, Delhi - 110052
Warehouse 2	A 874, Near Hanuman Mandir, Shastri Nagar, Delhi - 110052



Terms	Description
Warehouse 3	Khasra No. 136,137, Godown No. 01, Gali No. 08, Siraspur, Delhi-110042
Warehouse 4	Khasra No. 35,36, Gurudwara Road, Kuber Wali Gali Siraspur, Delhi - 110042
Warehouse 5	Khasra No. 36/37, Godown No. 1, Lal Godown, Street No. 15, Siraspur, Delhi-42
Warehouse 6	Khasra No. 61, Godown No. 01 Gali No. 14, Siraspur, Delhi -110042
Warehouse 7	Khasra No. 61, Godown No. 04, Siraspur, New Delhi-110042
Warehouse 8	Khasra No. 61, Godown No. 05, Siraspur, New Delhi-110042
Warehouse 9	Khasra No. 698, Siraspur, Delhi-110042
Warehouse 10	Khasra No. 721, Godown No. 6, Siraspur, Delhi - 110042
Warehouse 11	Khasra No. 721/726, Godown No. 02, Village Siraspur, Delhi-110042
Warehouse 12	Khasra No. 726, Godown No. 05, Siraspur, New Delhi-110042
Warehouse 13	A 829, Ground Floor, Shastri Nagar, Delhi - 110052
Working Days	<p>In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Draft Prospectus are open for business</p> <ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Prospectus are open for business</li> <li>2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.</li> </ol>

#### Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited (formerly known as Bombay Stock Exchange Limited)
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting



EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular



	(SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI PIN	Password to authenticate UPI transaction
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

Notwithstanding the foregoing:

1. In the section titled '*Main Provisions of the Articles of Association*' beginning on page number 232 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In the chapters titled '*Summary of Offer Documents*' and '*Our Business*' beginning on page numbers 13 and 86 respectively, of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In the section titled '*Risk Factors*' beginning on page number 17 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
4. In the chapter titled '*Statement of Tax Benefits*' beginning on page number 71 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In the chapter titled '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' beginning on page number 169 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section.



## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements, as Restated' beginning on page 143 this Draft 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 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited. Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Draft 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 and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements, as Restated' beginning on page 143 of this Draft Prospectus.

### Currency and units of presentation

In this Draft Prospectus, references to "Rupees" or "INR" or "Rs." 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 millions' and 'billion / bn./ Billions' means 'one hundred crores'.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.



## FORWARD LOOKING STATEMENTS

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

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

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

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled 'Risk Factors', 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page numbers 17, 86 and 169, respectively of this Draft Prospectus.



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

*This space has been left blank intentionally*



## SECTION II - SUMMARY OF OFFER DOCUMENTS

### SUMMARY OF OUR BUSINESS OVERVIEW

Our company was originally formed as Partnership Firm in the name and style of “M/s Ramsons” which then was converted into Public Limited Company “Ramsons Food Products Limited” on May 08, 2019 under the Companies Act, 2013. The Company is in business of trading of Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items used in various edible products. We operate as an important intermediary in the Dairy Products Supply Chain whereby we purchase materials such as Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items from various suppliers and supply the same to customers in the dairy business or food processing business.

### SUMMARY OF OUR INDUSTRY

Being one of the world’s largest consumer of dairy products, consuming most of its own milk production. There are many opportunities and challenges in the Indian Dairy Industry. Dairy products are a major source of cheap and nutritious food to millions of people in India and the only acceptable source of animal protein for a large vegetarian segment of the Indian population, particularly among the landless, small and marginal farmers and women. Dairying has been considered as one of the activities aimed at alleviating the poverty and unemployment, especially in the rural areas in the rain-fed and drought-prone regions. The huge volume of milk produced in India is consumed almost entirely by the Indian population itself, in a 50-50 division between urban and nonurban areas. Increasingly, important consumers of the dairy industry are fast-food chains and food and non-food industries using dairy ingredients in a wide range of products.

### PROMOTERS

The promoters of our Company are Mr. Ashok Gupta, Mr. Pardeep Kumar Gupta, Mr. Bhushan Gupta, Ms. Archana Gupta, Mr. Anu Gupta, Ms. Anita Gupta and Ms. Sandhya Gupta. For detailed information please refer chapter titled “Our Promoters and Promoter Group” on page number 124 of this Draft Prospectus.

### ISSUE SIZE

The Issue size comprises of issuance of up to 27,00,000\* Equity Shares of face value of Rs.10/- each fully paid-up of the Company for cash at price of Rs. [●] /- per Equity Share (including premium of Rs. [●]/- per Equity Share) aggregating Rs. [●] Lakhs.

*\* Number of shares may need to be adjusted for Lot size upon determination of issue price.*

### OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects:

S. N.	Particulars	Amount (In Rs. Lakh)
1	Working Capital Requirement	[●]
2	Repayment of Loans	[●]
2	General Corporate Purposes	[●]



3	Issue Expenses	[•]
	<b>Total</b>	[•]

*\*The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.*

#### PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Sr. No.	Name of share holder	Pre issue	
		No. of equity shares	As a % of Issued Capital
<b>Promoters</b>			
1	Ashok Gupta	17,50,500	23.34
2	Pardeep Kumar Gupta	17,49,750	23.33
3	Bhushan Gupta	17,49,750	23.33
4	Anita Gupta	7,50,000	10.00
5	Sandhya Gupta	7,50,000	10.00
6	Anu Gupta	3,75,000	5.00
7	Archana Gupta	3,75,000	5.00
<b>Total – A</b>		<b>75,00,000</b>	<b>100.00</b>
<b>Promoters' Group</b>			
-	-	-	-
<b>Total - B</b>		-	-
<b>Total Promoters &amp; Promoters' Group (A+B)</b>		<b>75,00,000</b>	<b>100.00</b>

#### SUMMARY OF FINANCIAL INFORMATION

Particulars	For the year ended			Period ended May 08, 2019	Period ended May 09, 2019
	2017	2018	2019		
Share Capital	607.34	661.10	758.03	756.61	750.00
Net Worth	607.34	661.10	758.03	756.61	749.99
Revenue (total income)	56,322.63	96,542.77	127,300.78	16,558.06	-
Profit after Tax	91.77	178.33	466.09	43.95	(0.01 )
Earnings per share					
- Basic	1.22	2.38	6.21	0.59	(0.00)
- Diluted	1.22	2.38	6.21	0.59	(0.00)
Net Asset Value per Equity Share (in Rs.)	8.10	8.81	10.11	10.09	10.00
Total borrowings					
- Long Term	824.42	803.48	1,748.29	1,548.47	1,553.75
- Short Term	4,998.41	4,176.70	6,630.55	6,925.01	6,925.01

#### QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

#### SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:



Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (Rs. Lakhs)
Company	By	1	-	-	-	64.17
	Against	-	-	2	-	2.89
Promoter	By	-	-	-	-	-
	Against	-	-	4	-	73.04
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	2	-	39.07
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

For further details, please refer chapter titled “Outstanding Litigations & Material Developments” beginning on page 179 of this Draft Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page 17 of this Draft Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Draft Prospectus there is no contingent liability on the Company

## SUMMARY OF RELATED PARTY TRANSACTIONS

For details of Related Party Transaction please refer chapter titled Annexure 30 on page 164 of this Draft Prospectus.

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Prospectus.

## WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT PROSPECTUS

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Ashok Gupta	1750500	Rs. 10.00
Pardeep Kumar Gupta	1749750	Rs. 10.00
Bhushan Gupta	1749750	Rs. 10.00
Anita Gupta	750000	Rs. 10.00
Sandhya Gupta	750000	Rs. 10.00
Anu Gupta	375000	Rs. 10.00
Archana Gupta	375000	Rs. 10.00



## **AVERAGE COST OF ACQUISITION**

The average cost of acquisition per Equity Share to our Promoters as at the date of this Draft Prospectus is:

<b>Name of the Promoter</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in Rs.)</b>
Ashok Gupta	1750500	Rs. 10.00
Pardeep Kumar Gupta	1749750	Rs. 10.00
Bhushan Gupta	1749750	Rs. 10.00
Anita Gupta	750000	Rs. 10.00
Sandhya Gupta	750000	Rs. 10.00
Anu Gupta	375000	Rs. 10.00
Archana Gupta	375000	Rs. 10.00

## **DETAILS OF PRE-ISSUE PLACEMENT**

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

## **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

Our Company has not issued any Equity Shares for consideration other than cash in last one (1) year preceding the date of this Draft Prospectus.

## **SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Draft Prospectus.



### SECTION III - RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in the Draft Prospectus, including the risks and uncertainties summarised below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page numbers 86 and 169, respectively, of the Draft Prospectus as well as the other financial and statistical information contained in the Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled 'Financial Information, as Restated' beginning on page number 158 of the Draft Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP.*

*If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India, and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.*

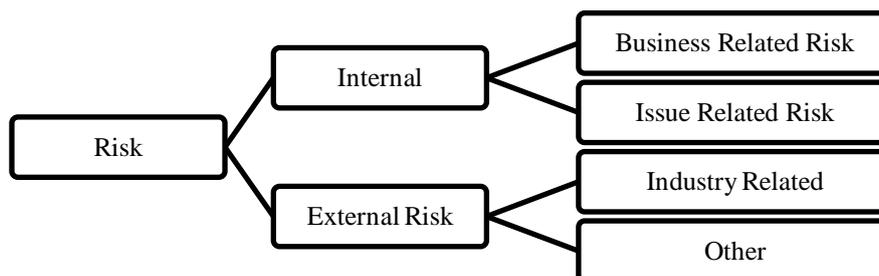
*The Draft Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

#### **Materiality**

*The Risk factors have been determined on the basis of their materiality, which has been decided on the basis of following factors:*

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

#### **Classification of Risk Factors**





## INTERNAL RISK FACTORS

- Presently the Company, its Promoters, its Directors and its Group Companies/Entities are involved in certain civil proceedings and certain other tax related proceedings and any adverse decision in such proceedings may render us liable to liabilities and penalties and may adversely affect our business and results of operations.***

A brief detail of number of litigations involving Our Company, Promoters, Directors and Group Companies/Entities is presented below:

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (Rs. Lakhs)
Company	By	1	-	-	-	64.17
	Against	-	-	2	-	2.89
Promoter	By	-	-	-	-	-
	Against	-	-	4	-	73.05
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	2	-	39.07
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

There is no certainty of positive or negative outcome of above mentioned proceedings. For details in relation to legal proceedings involving our Company, Promoters, Directors and Group Company/Entities see the chapter titled “Outstanding Litigation and Material Developments” on page 179 of this Draft Prospectus.

- Our top ten customers contribute approximately 38% of our revenues for the financial year ended March 31, 2019. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top ten clients contribute approximately 38% of our revenues for the financial year ended March 31, 2019. Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

- Our Company has not entered into any supply agreement for the continuous supply of products in which we trade and any non availability of same may have an adverse impact on our business.***

As we trade in dairy products, detailed information of which can be procured from heading “Our Business” on page no. 86 of this Draft Prospectus. These materials are generally purchased from various suppliers and agents with whom the Company has established cordial relationship, however we have not entered into any supply agreement with the suppliers of our products. In the absence of any agreement for



supply of the material, situation may arise where the Company has to face the scarcity or non availability of products required by us for smooth functioning of our trading operations.

4. ***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 years as per the Restated Financial Statements and the same are summarized as under.

(Rs. In Lakh)

Particulars	For the year ended on March		
	2019	2018	2017
<i>Net Cash Generated from Operating Activities</i>	<i>(3,030.69)</i>	<i>1,459.64</i>	<i>(2,966.43)</i>
<i>Net Cash Generated From Investing Activities</i>	<i>307.34</i>	<i>(212.76)</i>	<i>(79.48)</i>
<i>Net Cash Generated from Financing Activities</i>	<i>2,716.37</i>	<i>(1,264.95)</i>	<i>3,075.17</i>

5. ***Dependency on few numbers of suppliers for procurement of products in which we trade.***

Our top 10 suppliers contribute 57% and 37% of our total purchase for financial Year 2019 and 2018 respectively. Substantial dependency on few numbers of suppliers for procurement of stock required for our trading business create uncertainty of supply of stock. In an eventuality where our suppliers are unable to deliver us the required quantity in a time-bound manner it may have a material adverse effect on our business operations and profitability. While we are not significantly dependent on any single supplier, still stock supply and pricing can be volatile due to a number of factors beyond our control, general economic and political conditions, transportation and labour costs and there are inherent uncertainties in estimating such variables. Therefore, we cannot assure you that we will be able to procure adequate supplies of stock in the future, as and when we need them on commercially acceptable terms.

6. ***Our Company has not entered into any long-term contracts with any of its customers and we typically operate on the basis of orders. Inability to maintain regular order flow would adversely impact our revenues and profitability.***

Our Company has had long standing business relationships with various customers. However, we have not entered into any specific contracts with these customers and we cater to them on an order basis. As a result, our customers can terminate their relationships with us without any notice and we may also fail to get new customers, which could materially and adversely impact our business which consequently impact our revenue because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of consistency in quality, price and delivery of the products that our Company supplies. Although we place a strong emphasis on quality, timely delivery of our products and availability of a variety range of our products, in the absence of long term contracts, any sudden change in the buying pattern of buyers could adversely affect the business and the profitability of our Company.



**7. *Mismanagement of our inventory could have an adverse impact on our operations flow, supply to customers and additional cost.***

Being a trading organisation stocking the right amount of inventory is crucial. If we order insufficient stock than our supplies will suffer and our effectiveness will also get affected. On the other hand if we keep extra stock of goods that we trade, there's a chance we'll be stuck with lots of extra stock that will cost us with maintenance expenditure. The time lags present in the supply chain, from supplier to user at every stage, requires us to maintain certain amounts of inventory to use in this lead time. Inventories are maintained as buffers to meet uncertainties in demand, supply and movements of goods. The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To do the same we must be able to accurately estimate customer demand and supply requirements and trade inventory accordingly. If we misjudged expected customer demand it could adversely impact by causing either a shortage of products or an accumulation of excess inventory. We estimate our sales on the basis of our contemplation of purchase orders and also on the customer specifications. Any disruption in operative conditions of our customers may cause loss of sales; consequently our inventory in stock will depreciate.

**8. *Our performance is majorly dependent on Skimmed Milk Powder, Clarified Butter (Ghee) and Butter. Any slowdown in sectors using these as their prime raw material may adversely impact our financial performance.***

Our Company trades in Clarified Butter (Ghee), Skimmed milk powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream but our majority revenue is dependent on Skimmed Milk Powder, Clarified Butter (Ghee) and Butter considering the fact that 38.46 %, 23.41 % and 31.05% of Revenue for financial year 2018-19 respectively is from trading of these products, our performance is majorly dependent on industry's demand for these products. With increased demand in FMCG industries, there would be drive in demand for these products. Any slowdown in the concerned industries would hamper the demand scenario which may lead to under-utilization of our warehouse capacity owing to reduced sales. With lower capacity utilization, there would be an increase in cost burden ultimately affecting the operational and financial performance of the Company adversely.

**9. *Our performance is majorly dependent on concentrated area. Any fall in sales to this area may adversely impact our financial performance.***

As our Company is located in Delhi from where it operates its business activities and also our top 10 customer consist entities from Haryana, Punjab, Uttar Pradesh and various other states of India. Our revenue for FY 2019 has 69% contribution from Haryana, Punjab and Uttar Pradesh, Therefore our financial performance is majorly dependent on sales in these states and any fall in demand from our customer in these states will adversely affect our financial performance.

**10. *We have availed secured credit facilities on our Moveable properties for securing the Financing or credit facility.***

We have availed credit facilities from the banks and for that purpose we have given our movable properties as security. The total amounts outstanding and payable by us as secured loans are Rs. 6630.55 Lakhs as on March 31, 2019. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, It may result in the enforcement of securities created us in the favor of lenders, which in turn could have significant adverse affect on business, financial condition or results of operations. For more details please refer page number 143 of this Draft Prospectus.



**11. Our Company has allotted Equity Shares during the preceding one year from the date of the Draft Prospectus, pursuant to conversion of Partnership Firm into Company, which is lower than the Offer Price.**

The average cost of acquisition of Equity Shares held by our Promoters is lower than the Issue Price. The details of cost of acquisition are as below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Ashok Gupta	1750500	Rs. 10.00
Pardeep Kumar Gupta	1749750	Rs. 10.00
Bhushan Gupta	1749750	Rs. 10.00
Anita Gupta	750000	Rs. 10.00
Sandhya Gupta	750000	Rs. 10.00
Anu Gupta	375000	Rs. 10.00
Archana Gupta	375000	Rs. 10.00

For further details regarding average cost of acquisition of equity shares by our promoters in our Company, please refer to the chapter titled “Capital Structure” beginning on page 48 of this Draft Prospectus.

**12. Our operations are subject to high working capital requirements. Our inability to maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet requirement of working capital or pay out debts, could adversely affect our operations.**

Being into trading business there exist substantial requirement of working capital and financing in the form of fund and non-fund based working capital facilities to meet our requirements. The details of our working capital in last 3 years are as under which is showing continuous increase:

(Rupees in Lakh)

Particulars	2016-17	2017-18	2018-19
<b>Current Assets</b>			
<i>Inventories</i>	7715.19	7272.91	11256.18
<i>Trade Receivables</i>	6807.98	4968.62	6185.35
<i>Cash &amp; Cash Equivalent</i>	39.36	21.28	14.3
<i>Short Term Loans and Advances</i>	712.35	1092.46	1642.18
<i>Other Current Assets</i>	-	-	-
<b>Total (A)</b>	<b>15274.9</b>	<b>13355.3</b>	<b>19098.01</b>
<b>Current Liabilities</b>			
<i>Short Term Borrowings</i>	4998.41	4176.7	6,630.55
<i>Trade Payables</i>	8100.31	8005.71	9182.5
<i>Other Current Liabilities</i>	831.37	17.04	764.17
<i>Short Term Provisions</i>	19.85	9.54	36.94
<b>Total (B)</b>	<b>13949.9</b>	<b>12209</b>	<b>16614.16</b>
<b>Net Working Capital (A) - (B)</b>	<b>1324.94</b>	<b>1146.28</b>	<b>2483.85</b>



A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability. The significant amount of working capital and major portion of our working capital is utilized towards inventories and trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, 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.

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

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

**14. *We are exposed to the risk of delays or non-payment by our clients and other counterparties, which may also result in cash flow mismatches.***

We are exposed to counter party credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could affect our financial condition, results of operations and cash flows. For further details of our Business and Clients, please refer chapter titled “Our Business” and “Management Discussion & Analysis of Financial Conditions and Result of Operation” beginning on page 86 & 169 of this Draft Prospectus.

**15. *The Company does not own the premise at which its registered office is located and the same has been taken on rent. Any termination of such rent agreement and/or non-renewal could adversely affect our operations.***

The property on which our registered office is situated is not owned by us and same has been taken on lease. Any termination of such Lease Deed whether due to any breach or otherwise or non renewal thereof, can adversely affect the business operations. For further details, please refer to chapter titled ‘Our Business beginning on page 86 of the Draft Prospectus.

**16. *We do not own the premises where our Warehouses are located. Any dispute in relation to lease of our premises would have an adverse effect on our business and results of operations.***

The premises on which our warehouses are located have been taken on lease. As the said premises are taken on lease and in case of non-renewal or termination of such deed or renewal on such terms and conditions that are unfavourable to our Company, we may suffer disruption in our Operations which may adversely affect our financial conditions. For further details, please refer to chapter titled “Our Business” beginning on page 86 of the Draft Prospectus.



**17. *Unsecured loans have been taken by our Company which can be recalled by the lenders at any time.***

The unsecured loan standing in the financial statement of our Company as on March 31, 2019 is Rs. 1,748.29 Lakhs. The same loan can be recalled by the respective lenders at any point of time, if our Company fails in repaying the loan obtained by it, shall cause reputational loss to our Company. For details of Unsecured Loans please refer “Financial Statement As Restated” page number 143 of this Draft Prospectus.

**18. *Our operations may be adversely affected by work stoppages or increased demands for wages by our workforce or any other unrest or dispute which affects supply of workforce.***

While we have not experienced any strikes, work stoppages or increased wage demands in any of our warehouses in the past, but we cannot be certain that we will not suffer any disruption to our operations due to strikes, work stoppages or increased wage demands in the future. Further, if our work force unionizes in the future, collective bargaining efforts by labour unions may divert our management’s attention and result in increased costs. We may be unable to negotiate acceptable collective wage settlement agreements with those workers who have chosen to be represented by unions, which may lead to union-initiated strikes or work stoppages. Further, under Indian law, we may be held liable for wage payments or benefits and amenities made available to “daily wage” workers. Any requirement to discharge such payment obligations, benefits or amenities or to absorb a significant portion of the “daily wage” workers on our own rolls may adversely affect our business, results of operations and financial condition.

**19. *The Company is dependent on third party transport facility for the delivery of goods that we trade but not having any formal arrangements with the transport service providers and any disruption in their operations or a decrease in the quality of their services or an increase in the transportation costs could adversely affect the Company's operations.***

The Company is dependent on third party transport facility for the delivery of its goods that we trade. Our dependence on third party logistic service providers with no formal arrangement in place to provide transportation facilities for the transfer of goods that we trade to customer. Our business is prone to risk of weather-related problems, strikes or lock-outs by transport service providers and inadequacies in the road infrastructure. In addition, any increase in the charges imposed by the operators of transportation and logistics facilities would significantly impact our costs which consequently affect our results of our operations. Any disruption of any of our transportation routes or facilities may adversely affect our business, financial condition, results of operations and cash flows.

**20. *Any inability on our part to procure and sell quality products that we trade and satisfy our customer needs could adversely impact our business, results of operations and financial condition.***

Quality control is a vital element for any industry whether primary, secondary, tertiary or quaternary. Our major customers are from FMCG industry from whom we get repetitive orders and they have set the minimum quality standard which has to be supplied in any case. Further, we being a trader have to fulfil specific product demands of customer. Therefore, any deficiency in the standards of quality we provide may cause us loss of our customer and also cause damage of goodwill. Further any failure to meet customer specifications will result in unsatisfied customer. Any rapid change in our customers’ expectation on account of changes in technology or introduction of new product or any other reason and



failure on our part to meet their expectation could adversely affect our business, results of operations and financial condition. Any failure on our part to successfully meet customer demand or preference may negatively affect our business, results of operation and financial condition. For further details of our revenue, see “Our Business” on page no. 86 of this Draft Prospectus.

**21. *Improper storage or handling of our dairy products may result in spoilage of and damage to, such dairy products which may adversely affect our business prospects, results of operations and financial condition.***

We trade in a range of dairy products from Ghee, Skimmed milk powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream. Each such dairy product involves specific temperatures and other conditions of storage depending on the nature of the product. In the event that our dairy products are not appropriately stored, handled and transported under specific temperatures and other food safety conditions, the quality of such dairy products may be affected, resulting in spoilage or delivery of products of sub-standard quality. Any accident or negligence in the procurement, production or storage of our products under sub-optimal conditions may result in non-compliance with applicable regulatory standards or quality standards and storage conditions specified by our customers for such products. Any sale of such non-compliant product may be harmful to the health of end consumers of our dairy products, and any such event may expose us to liabilities and claims which could adversely affect our brand image and reputation. Any such event may have a material and adverse effect on our business prospects, results of operations and financial condition.

**22. *The capacity of our warehouses is not fully utilized, consecutively, if there is under-utilization in future also in such case this could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance.***

The capacities at our warehouses have not been fully utilized. For details of which please refer chapter title “Our Business” at page no. 86 of this Draft Prospectus. We currently do not utilize our total storage capacity and we have decided to increase our product portfolio and to enter more geographical areas based on our estimates of market demand and profitability. In the event of non-materialization of our estimates and expected order flow for our existing and/or future products and/or failure of optimum utilization of our capacities, due to factors including adverse economic scenario, change in demand or for any other reason, our capacities may not be fully utilized thereby impairing our ability to fully absorb our fixed cost and may adversely impact our consolidated financial performance.

**23. *Being a trading company we are planning to enhance utilisation of our existing storage capacity by infusing more funds towards working capital but without any firm commitments from customers. There can be no assurance that we will be successful.***

The Company is planning to enhance its utilisation of present storage capacity by infusing more funds towards working capital. For further details please refer ‘Object of the Issue’ on page no. 62 of this Draft Prospectus. Our planning to effectively utilize available storage capacity will require us to grow a larger customer base. The same is on certain assumptions as to potential for growth in the sectors in which we operate, including identified customers. In the event that our assumptions are not accurate or there is any material change in the various external factors on which our assumptions are made, there can be no assurance that we will be successful in selling our increased stock stored.



***24. Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us. Our success also depends upon the services of our key managerial personnel and our ability to attract and retain key managerial personnel and our inability to attract them may affect our operations.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoter is unable or unwilling to continue in his present position, we may not be able to replace them easily or at all. Further, we rely on the continued services and performance of our key executives and senior management for continued success and smooth functioning of the operations of the Company. If we lose the services of any of our key managerial personnel, we may be unable to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new personnel, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Our Promoters, along with the key managerial personnel, have over the years built relations with various customers and other persons who are form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

***25. We sell our products in highly competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.***

India is our primary market and we face heavy competition in our business from high number of players in our industry. The products in which we trade are available in market from a large number of players trading same or similar products. Thus, factors affecting our competitive success include, amongst other things, price, demand for our products, its availability, brand recognition and reliability. As a result, to remain competitive in our market, we must continuously strive to reduce our procurement, transportation and distribution costs, improve our operating efficiencies and secure our stock requirements. If we fail to do so, other trades of similar products may be able to sell their products at prices lower than our prices, which would have an adverse effect on our market share and results of operations. Our competitors vary in size, and may have greater financial, marketing personnel and other resources than us and certain of our competitors have a longer history of established business and reputation in the Indian market as compared with us. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

***26. Material adverse impact on the performance of our Company if any adverse event occurs in the industries in which our customers operate.***

Our Company primarily supply to the FMCG industry and we also supply to other organizations who in turn supply to other industry. Our business growth depends on continued demand for our products from users of these industries. Any slowdown in these industries or introduction of regulations that restrict or discourage companies from using our products could result in a decrease in the demand and materially adversely affect our business, financial condition and results of operations.



- 27. *We have not applied for registration of our Logo. Being unregistered our intellectual property rights may be infringed upon. In case of no registration our brand building efforts may be hampered which might lead to an adverse effect on our business.***

We have not made any application for registration of our Logo under the Trademarks Act, 1999 for getting the same registered. The Company is under process to get same registered but in case of rejection of said applications, our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks. There is no assurance that our trademark will not be infringed upon. Depending on whether we are able to discover any such infringement of our trademark or successfully enforce our legal rights in the jurisdictions



where such infringements may occur, our business and branding may suffer as a result of any misuse of our trademark. In such circumstances, our reputation and business may be adversely affected. Further, if we decide to pursue action against such infringements to protect our reputation, it could result in diversion of our resources and our financial results may be adversely affected. Similarly, we may also infringe the intellectual property rights of third parties in the use of our trademark in our operations. Although we are not aware of any such infringement by us, there is no assurance that we will not infringe or have not infringed the intellectual property rights of any third party. In the event of any such infringement, we may be subject to our claims or actions and our business, reputation, financial condition and results of operations may be adversely affected.

- 28. *Highly Volatile Prices of dairy products and other products in which we trade may cause losses if we are unable to maintain appropriate time span between purchase of material and sale the same.***

Being a trader of Ghee, Skimmed milk powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related products we are always prone to losses if we are unable to sell off purchased stock at higher prices. Prices of goods that we trade are highly volatile and holding of stock for a long period of time may result in downfall of market price of our goods and in that case we will have to sell purchased stock at lower prices. Price volatility is affected by multiple variables which cannot be hedged effectively always. For further details of our product, see “Our Business” on page no. 86 of this Draft Prospectus.

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

Post this Issue, our Promoters will collectively own substantial portion of our Equity Share Capital. As a result, our Promoters will continue to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that may not in, or may conflict with, our interests or the interests of some or all of our creditors or other 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.

***30. There are various negative covenants in the agreements entered into by us and our lenders, which could put us at a competitive disadvantage and could have an adverse effect on our business, results of operations and financial condition.***

Although at present, our financing agreements are entered into with erstwhile partnership firm and we are in process of executing the fresh agreement in name of our Company for which we may require to produce additional securities as well as we may have to comply with additional restrictive covenants. We require complying with the respective restrictive covenants stipulated in the sanctioned letter/agreement. We are required to obtain the required consents of the lenders under our financing agreements before undertaking significant corporate actions. We cannot assure you that the lenders will grant the required approvals in a timely manner, or at all. The time required to secure consents may hinder us from taking advantage of a dynamic market environment. In addition to the restrictions listed above, we may require to maintain certain financial ratios under our financing agreements. These financial ratios and the restrictive provisions could limit our flexibility to engage in certain business transactions or activities. In case of default in compliance of such restrictive covenant including negative covenants, our lender may close/terminate the financial assistance to our company resulting into adverse affect our operations and financial conditions.

***31. Our Promoters have given personal guarantees in relation to certain debt facilities provided to us.***

Our Promoters have given personal guarantees in relation to all our secured debt facilities. In the event our Promoters withdraw or terminate their guarantee, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition.

***32. Our growth will depend on our ability to build our brand and failure to do so will negatively impact our ability to effectively compete in this industry.***

We believe that we need to continue to build our brand, which will be critical for achieving widespread recognition of our services. Promoting and positioning our brand will depend largely on the success of our marketing efforts and our ability to provide high quality services. The brand promotion activities that we may undertake may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in building our brand. If we are unable to promote and maintain our brand, our business, financial condition and results of operations could be adversely affected.

***33. Our Promoters and Directors may have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoters and Directors may be deemed to be interested to the extent of the Equity Shares held by them or their relatives or our Group Entities and benefits deriving from their directorship in our Company. For further details, please refer to the chapters titled “Our Business”, “Our Promoters and Promoter Group” and “Related Party Transactions” beginning on page 86, 124 and 164 respectively of this Draft Prospectus.



**34. *Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject to and this may have a material adverse effect on our business.***

While we believe that we maintain insurance coverage in amounts consistent with industry norms. If any or all of our facilities are damaged in whole or in part and our operations are interrupted for a sustained period, there can be no assurance that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the cost of repairing or replacing the damaged facilities. If we suffer a large un-insured loss or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and result of operations may be materially and adversely affected.

**35. *Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.***

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. If we fail to maintain such registrations and licenses or comply with applicable conditions, then such respective regulatory can impose fine on our company or suspension and/or cancellation the approval/licenses which may affect our business adversely.

Some of the Licenses and approvals are in the name of erstwhile partnership firm; the same are required to be changed in the name of “Ramsons Food Products Limited”. The Company is taking necessary steps in this regards. For more information about the licenses required in our business, please refer section “Government and other statutory approvals” appearing on page no. 185 of this Draft Prospectus.

**36. *Our operations could be adversely affected by disputes with employees.***

As of date of Draft Prospectus, the Company employed a work force of 15 full-time employees. While we believe we maintain good relationships with employees, there can be no assurance that the Company will not experience future disruptions to its operations due to disputes or other problems with its work force or contract labour employed by independent contractors.

**37. *Interest rate fluctuations may adversely affect the Company's business.***

The Company has entered into certain borrowing arrangements to finance its capital requirements in the ordinary course of business. In the future, the Company may be required to enter into additional borrowing arrangements in connection with potential acquisitions or for general working capital purposes. In the event interest rates increase, the Company's costs of borrowing will increase, and its profitability and results of operations may be adversely affected.

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

Our capacity to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business there is significant importance to find, hire, train, supervise and manage efficient employees and also to establish such process of business operations



which is proficient enough to effectively achieve our growth. Instead of putting keen efforts, as mentioned here, we cannot assure that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use.

**39. *Our inability to manage growth could disrupt our business and reduce profitability.***

A principal component of our strategy is to continuously grow by expanding the capacity, size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

**40. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the objects of the Issue as has been stated in the section “Objects of the Issue” on page no. 62 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue this may affect our revenues and results of operations. We have not identified any alternate source of raising the funds required for our ‘Objects of the Issue’. Any shortfall in raising/meeting the same could adversely affect our growth plans, operations and financial performance. Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds may require us to borrow the funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the Company.

**41. *There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our management and our Board of Directors, though it shall be monitored by our Audit Committee.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only if Issue size exceeds Rs. 10,000 Lakh. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, as per the Section 177 of the Companies Act, 2013 the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

**42. *Any negative publicity or defect in product quality may cause the Company substantial costs which in turn could adversely affect our goodwill and our sales could be diminished.***

Like any other business our business also relies on our product quality which enables us to gain customer trust. In this scenario it is very crucial for us to always maintain positive image of the Company. Any unfavourable publicity regarding our Company, brand, or facility we provide or any other unpredicted



events could affect our reputation and our results from operations. Further, defective products may result in a claim against us for damages. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

***43. There being no alternate arrangements for meeting our capital requirements for the Objects of the issue. Any shortfall in raising the same could adversely affect our growth plans, operations and financial performance.***

We meet our capital requirements through our bank finance, financial institutions, owned funds and internal accruals. There being no alternate arrangements for meeting our capital requirements for the Objects of the issue. 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 62 of this Draft Prospectus.

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

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Prospectus.

***45. Our Company has entered into certain related party transactions and may continue to do so in the future.***

Our Company has entered into related party transactions with our Promoter, Directors and the Promoter Group aggregating Rs. 2328.72 Lakh for the last financial year ended March 31, 2019. While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company 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, please refer to “Annexure 30 - Related Party Transactions” on page no. 164 of this Draft Prospectus.*

***46. Dividend declaration by the Company in the future will depend upon 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, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, 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.

***47. Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

***48. 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.***

Following the Issue, we will be subject to a daily “circuit breaker” imposed by BSE, 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 our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can 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.

***49. 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 our 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.

***50. 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 68 of this Draft 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.

***51. Within the parameters as mentioned in the chapter titled 'Objects of this Issue' beginning on page 62 of this Draft 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.***

The deployment of funds as stated in the "Objects of the Issue" beginning on page 62 of this Draft Prospectus is entirely at our discretion and is not subject to monitoring by any independent agency. All the figures included under the "Objects of the Issue" are based on our own estimates. There has been no independent appraisal of the project. We have not entered into any definitive agreements to utilize a portion of the Issue.

## **EXTERNAL RISK FACTORS**

***52. Changes in the Government Policy could adversely affect economic conditions in India generally and our business in particular.***



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. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

***53. 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 Service tax, STT, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

***54. 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.

***55. You may be subject to Indian taxes arising out of capital gains on sale of 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 realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax ("STT") is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

***56. 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.



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

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

**PROMINENT NOTES:**

- a. The Public Issue of 27,00,000\* Equity Shares of face value of Rs. 10 each fully paid up for cash at a price of Rs. [●]/- per Equity Share (including a premium of Rs. [●] per Equity Share) aggregating Rs. [●] Lakhs (“the Issue”). Issue of Equity Shares will constitute 26.47%\* of the fully diluted Post-Issue paid up capital of our Company. For more information, please refer to chapter titled “The Issue” on page 36 of this Draft Prospectus.

*\* Number of shares may need to be adjusted for Lot size upon determination of issue price.*

- b. The net worth of our Company was Rs. 758.03 Lakhs, Rs. 661.10 Lakhs and Rs. 607.34 Lakhs as of March 31, 2019, March 31, 2018 and March 31, 2017 respectively. The book value of each Equity Share was Rs. 10.11, Rs. 8.81 and Rs. 8.10 as March 31, 2019, March 31, 2018 and March 31, 2017 respectively as per the audited restated financial statements of our Company. For more information, please refer to section titled “Financial Statements” beginning on page 143 of this Draft Prospectus.
- c. The average cost of acquisition of per Equity Shares by our Promoters, which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Ashok Gupta	1750500	Rs. 10.00
Pardeep Kumar Gupta	1749750	Rs. 10.00
Bhushan Gupta	1749750	Rs. 10.00
Anita Gupta	750000	Rs. 10.00
Sandhya Gupta	750000	Rs. 10.00
Anu Gupta	375000	Rs. 10.00
Archana Gupta	375000	Rs. 10.00

- d. For details of Related Party Transactions entered into by our Company, please refer to the Annexure 30 of Restated Financial Statements on page 164 of this Draft Prospectus.
- e. Except as disclosed in the chapter titled “Capital Structure”, “Our Promoters and Promoter Group” and “Our Management” beginning on pages 48, 124 and 109 respectively, of this Draft Prospectus, none of our Promoters, Directors or Key Management Personnel have any interest in our Company.



- f. Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 48 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash.
- g. Investors may contact the LM or the Compliance Officer for any clarification / complaint or information relating to the Issue, which shall be made available by the LM and our Company to the investors at large. No selective or additional information will be available for a section of investors in any manner whatsoever. For contact details of the LM and the Compliance Officer, please refer to the chapter titled “*General Information*” beginning on page 41 of this Draft Prospectus.
- h. Investors are advised to refer to chapter titled “*Basis for Issue Price*” on page 68 of this Draft Prospectus.
- i. Trading and Allotment in Equity Shares for all investors shall be in dematerialized form only.
- j. There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Independent Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Draft Prospectus.
- k. Except as stated in the chapter titled “*Our Group Entities*” beginning on page 132 and Annexure 30 - Related Party Transactions of Restated Financials Statements beginning on page 164 of this Draft Prospectus, our Group Entities have no business interest or other interest in our Company.
- l. 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 229 of this Draft Prospectus.

*Our company was originally formed as Partnership Firm in the name and style of “M/s Ramsons” through partnership deed dated November 12, 2004. Subsequently the constitution of partnership firm was changed through partnership deed dated April 01, 2005, April 01, 2007, April 01, 2010 and February 01, 2019. Further, the Partnership Firm was converted into Public Limited Company “Ramsons Food Products Limited” on May 08, 2019 under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U51900DL2019PLC349813. For further details of our Company, please refer to the chapters titled “General Information” and “Our History and Certain Corporate Matters” beginning on page numbers 41 and 105, respectively, of this Draft Prospectus.*



## SECTION IV - INTRODUCTION

### THE ISSUE

Particulars	Details of Number of Shares
Issue of Equity Shares by our Company	Upto 27,00,000* Equity Shares of face value of Rs. 10/- each fully paid-up for cash at price of Rs.[●]/- per Equity Share aggregating to Rs. [●] Lakhs
<b>Of which:</b>	
Reserved for Market Makers	Upto [●] Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs
Net Issue to the Public	Upto [●] Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs.
<b>Of which:</b>	
Retail Investors Portion**	Upto [●] Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs, i.e. 50% of the Net Issue shall be available for allocation for Retail Individual Investors.
Non-Retail Investors Portion**	Upto [●] Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs.[●]/- per Equity Share aggregating to Rs.[●] Lakhs, i.e. 50% of the Net Issue shall be available for allocation for Investors other than Retail Individual Investors.
<b>Pre-and Post-Issue Equity Shares:</b>	
Equity Shares outstanding prior to the Issue	75,00,000 Equity Shares of Rs.10/- each
Equity Shares outstanding after the Issue	1,02,00,000* Equity Shares of Rs.10/- each
Use of Proceeds	For further details please refer chapter titled “Objects of the Issue” beginning on page no. 62 of this Draft Prospectus for information on use of Issue Proceeds

\* Number of shares may need to be adjusted for Lot size upon determination of issue price.

\*\*As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a fixed price issue the allocation is the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investor; and
- b) Remaining to:
  - i. Individual applicants other than retail individual investors; and
  - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

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

Subject to valid applications being received, under-subscription, if any, in the Retail and Non-Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the LM and the BSE.

#### Notes

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section titled ‘Issue Structure’ beginning on page no. 229 of this Draft Prospectus.



## SUMMARY OF OUR FINANCIAL INFORMATION

### Summary of Statement of Assets and Liabilities as Restated

(Rs. in Lakhs)

Particulars	Annexure	As At 31.03.2017	As at 31.03.2018	As at 31.03.2019	As at 08.05.2019	As at 09.05.2019
<b>I. EQUITY AND LIABILITIES</b>						
<b>1 Shareholders' funds</b>						
(a) Share capital	6	607.34	661.10	758.03	756.61	750.00
(b) Reserves and surplus	7	-	-	-	-	(0.01)
<b>2 Non-current liabilities</b>						
(a) Long-term borrowings	8	824.42	803.48	1,748.29	1,548.47	1,553.75
<b>3 Current liabilities</b>						
(a) Short-term borrowings	9	4,998.41	4,176.70	6,630.55	6,925.01	6,925.01
(b) Trade payables	10	8,100.31	8,005.71	9,182.50	12,260.11	12,217.27
(c) Other current liabilities	11	832.47	17.04	764.17	865.00	669.49
(d) Short-term provisions	12	19.85	9.54	35.94	55.47	55.48
<b>TOTAL</b>		<b>15,382.81</b>	<b>13,673.57</b>	<b>19,119.48</b>	<b>22,410.67</b>	<b>22,170.99</b>
<b>II. ASSETS</b>						
<b>1 Non-current assets</b>						
(a) Property, plant and equipment	13	19.04	20.69	23.08	23.34	23.34
Less: Accumulated Depreciation		10.32	13.67	15.97	16.18	16.18
<b>Net Block</b>		<b>8.72</b>	<b>7.02</b>	<b>7.11</b>	<b>7.15</b>	<b>7.15</b>
(b) Deferred Tax Assets (Net)	14	0.91	1.20	1.34	1.33	1.33
(c) Long-term loans and advances	15	98.30	310.08	13.01	35.27	35.27
<b>2 Current assets</b>						
(a) Inventories	16	7,715.19	7,272.91	11,256.18	11,490.88	11,490.88
(b) Trade receivables	17	6,807.98	4,968.62	6,185.35	9,773.40	9,500.87
(c) Cash and cash equivalents	18	39.36	21.28	14.30	5.81	5.81
(d) Short-term loans and advances	19	712.35	1,092.46	1,642.18	1,096.82	1,129.68
<b>TOTAL</b>		<b>15,382.81</b>	<b>13,673.57</b>	<b>19,119.48</b>	<b>22,410.67</b>	<b>22,170.99</b>

Note: The above statement should be read with the restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures 2, 3 and 4 respectively.



## Summary of Statement of Profit and Loss as Restated

(Rs. in Lakhs)

Particulars	Annexure	For the period ended on				For the day of
		31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
I. Revenue from operations	20	56,322.63	96,542.77	127,300.78	16,558.06	-
II. Other income	21	7.25	0.65	13.37	4.75	-
<b>III. Total Revenue (I + II)</b>		<b>56,329.88</b>	<b>96,543.42</b>	<b>127,314.16</b>	<b>16,562.81</b>	<b>-</b>
IV. Expenses:						
Purchases of Stock-in-Trade	22	61,698.20	95,072.19	128,718.24	16,376.01	-
Changes in inventories of Stock-in-Trade	23	(5,984.92)	442.28	(3,983.27)	(234.70)	-
Employee benefits expense	24	30.67	41.59	70.49	8.08	-
Finance costs	25	366.90	297.73	313.13	88.02	-
Depreciation	26	3.75	3.35	2.96	0.21	0.01
Other expenses	27	78.22	419.89	1,492.78	259.22	-
<b>Total expenses</b>		<b>56,192.82</b>	<b>96,277.03</b>	<b>126,614.32</b>	<b>16,496.84</b>	<b>0.01</b>
V. Profit before exceptional and extraordinary items and tax (III-IV)		<b>137.06</b>	<b>266.40</b>	<b>699.84</b>	<b>65.97</b>	<b>(0.01)</b>
VI. Exceptional Items						
VII. Profit before extraordinary items and tax (V-VI)		<b>137.06</b>	<b>266.40</b>	<b>699.84</b>	<b>65.97</b>	<b>(0.01)</b>
VIII. Extraordinary items		-	-	-	-	-
IX. Profit before tax (VII-VIII)		137.06	266.40	699.84	65.97	(0.01)
X. Tax expense:						
(1) Current tax		45.73	88.36	233.88	22.02	-
(2) Deferred tax		(0.44)	(0.29)	(0.14)	0.00	-
XI. Profit/(loss) for the period from Continuing operations (IX - X)		<b>91.77</b>	<b>178.33</b>	<b>466.09</b>	<b>43.95</b>	<b>(0.01)</b>
XII. Profit/(loss) from Discontinuing operations		-	-	-	-	-
XIII. Tax Expense of Discontinuing operations		-	-	-	-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-	-	-
XV. Profit (Loss) for the period (XI + XIV)		<b>91.77</b>	<b>178.33</b>	<b>466.09</b>	<b>43.95</b>	<b>(0.01)</b>
VIII. Earnings per equity share:						
(1) Basic (in Rs.)		1.22	2.38	6.21	0.59	(0.00)
(2) Diluted (in Rs.)		1.22	2.38	6.21	0.59	(0.00)



**Summary of Statement of Cash Flows as Restated**

(Rs. in Lakhs)

S. N.	Particulars	For the period ending on				
		31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>A.</b>	<b>Cash flow from Operating Activities</b>					
	<b>Net Profit before tax as per Statement of Profit &amp; Loss</b>	<b>137.06</b>	<b>266.40</b>	<b>699.84</b>	<b>65.97</b>	<b>(0.01)</b>
	Adjustments for :					
	<i>Depreciation</i>	3.75	3.35	2.96	0.21	0.01
	<i>Profit on Sale of Property, plant &amp; equipment</i>	-	-	0.05	-	-
	<i>Interest earned on loans/FDRs</i>	(0.05)	(0.65)	(13.37)	-	-
	<i>Finance Cost</i>	366.90	297.73	313.13	88.02	-
	<b>Operating Profit before working capital changes</b>	<b>507.66</b>	<b>566.82</b>	<b>1,002.60</b>	<b>154.19</b>	<b>-</b>
	<b>Changes in Working Capital</b>					
	<i>(Increase)/ decrease in Trade receivable</i>	(1,857.76)	1,839.36	(1,216.73)	(3,588.05)	272.54
	<i>(Increase)/ decrease in Other Loans and advances receivable</i>	(191.18)	(380.12)	(549.72)	545.36	(32.86)
	<i>(Increase)/ decrease in Inventories</i>	(5,984.92)	442.28	(3,983.27)	(234.70)	0.00
	<i>Increase/(decrease) in Trade Payables</i>	3,879.28	(94.61)	1,176.79	3,077.62	(42.84)
	<i>Increase/(decrease) in Other Current Liabilities</i>	705.54	(815.43)	747.12	100.83	(195.51)
	<i>Increase/(decrease) in Short Term Provision</i>	0.58	0.70	1.21	(2.48)	-
		<b>(3,448.46)</b>	<b>992.19</b>	<b>(3,824.61)</b>	<b>(101.42)</b>	<b>1.32</b>
	<b>Net Cash Flow from Operation</b>	<b>(2,940.79)</b>	<b>1,559.01</b>	<b>(2,822.01)</b>	<b>52.78</b>	<b>1.32</b>
	Less : Direct tax paid	25.64	99.37	208.69	-	-
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>(2,966.43)</b>	<b>1,459.64</b>	<b>(3,030.69)</b>	<b>52.78</b>	<b>1.32</b>
<b>B.</b>	<b>Cash flow from investing Activities</b>					
	<i>Purchase of Property, plant &amp; equipment</i>	(0.92)	(1.65)	(3.47)	(0.26)	-
	<i>Sale of Property, plant &amp; equipment</i>	-	-	0.37	-	-
	<i>Long term loans, advances and deposits.</i>	(78.62)	(211.77)	297.07	(22.26)	-
	<i>Interest earned on loans/FDRs</i>	0.05	0.65	13.37	-	-
	<b>Net Cash Flow from Investing Activities (B)</b>	<b>(79.48)</b>	<b>(212.76)</b>	<b>307.34</b>	<b>(22.52)</b>	<b>-</b>



<b>C.</b>	<b>Cash Flow From Financing Activities</b>					
	<i>(Net) Addition/ withdrawal from capital account</i>	(242.07)	(124.57)	(369.17)	(45.37)	(6.61)
	<i>Proceeds From long Term Borrowing (Net)</i>	(82.01)	(20.94)	944.81	(199.82)	5.29
	<i>Short Term Borrowing (Net)</i>	3,766.16	(821.71)	2,453.85	294.45	0.00
	<i>Finance Cost</i>	(366.90)	(297.73)	(313.13)	(88.02)	-
	<b>Net Cash Flow from Financing Activities (C)</b>	<b>3,075.17</b>	<b>(1,264.95)</b>	<b>2,716.37</b>	<b>(38.75)</b>	<b>(1.32)</b>
<b>D.</b>	<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>29.26</b>	<b>(18.07)</b>	<b>(6.98)</b>	<b>(8.50)</b>	<b>0.00</b>
<b>E.</b>	Opening Cash & Cash Equivalents	10.10	39.36	21.28	14.30	5.81
<b>F.</b>	<b>Cash and cash equivalents at the end of the period</b>	<b>39.36</b>	<b>21.28</b>	<b>14.30</b>	<b>5.81</b>	<b>5.81</b>
<b>G.</b>	<b>Cash And Cash Equivalents Comprise :</b>					
	Cash on hand	15.31	19.28	13.69	5.15	5.15
	Balances with banks in current accounts	24.04	2.00	0.61	0.66	0.66
	<b>Total</b>	<b>39.36</b>	<b>21.28</b>	<b>14.30</b>	<b>5.81</b>	<b>5.81</b>



## GENERAL INFORMATION

Our company was originally formed as Partnership Firm in the name and style of “M/s Ramsons” through partnership deed dated November 12, 2004. Subsequently the constitution of partnership firm was changed through partnership deed dated April 01, 2005, April 01, 2007, April 01, 2010 and February 01, 2019. Further, the Partnership Firm was converted into Public Limited Company “Ramsons Food Products Limited” on May 08, 2019 under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U51900DL2019PLC349813. For further details of our Company, please refer to the chapters titled “General Information” and “Our History and Certain Corporate Matters” beginning on page numbers 41 and 105, respectively, of this Draft Prospectus.

### Brief Information on Company and Issue

<b>Registered Office</b>	321, Khajoor Road, Karol Bagh, New Delhi – 110005 Tel: +91-47041345; Fax: N.A. E-mail: info@ramsonsfood.com; Website:www.ramsonsfood.com		
<b>Date of Incorporation</b>	May 08, 2019		
<b>CIN</b>	U51900DL2019PLC349813		
<b>Company Category</b>	Company limited by Shares		
<b>Registrar of Company</b>	National Capital Territory of Delhi & Haryana 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi 110019 Tel No.: 011 – 2623 5707; Fax No.: 011 – 2623 5702 E Mail: <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a>		
<b>Company Secretary and Compliance Officer</b>	Ms. Priya Dubey 321, Khajoor Road, Karol Bagh, New Delhi – 110005 Tel: +91-47041345; Fax: N.A. E-mail:cs@ramsonsfood.com; Website:www.ramsonsfood.com		
<b>Chief Financial Officer</b>	Mr. Rajender Kumar Ahuja 321, Khajoor Road, Karol Bagh, New Delhi – 110005 Tel: +91-47041345; Fax: N.A. E-mail:cfo@ramsonsfood.com		
<b>Designated Stock Exchange</b>	BSE Limited P.J. Tower, Dalal Street, Fort, Mumbai-400001, Maharashtra Website : <a href="http://www.bseindia.com">www.bseindia.com</a>		
<b>Issue Programme*</b>	Issue Opens On:	[●]	Issue Closes On: [●]

*\*Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.*



## DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<b>CORPORATE CAPITAL VENTURES PVT. LTD.</b> SEBI Registration No.: INM000012276 Address: 160, Lower Ground Floor, Vinoba Puri, Lajpat Nagar – II, New Delhi – 110024 Tel No.: +91-11-41704066; Fax No.: N.A. Email: <a href="mailto:investors@ccvindia.com">investors@ccvindia.com</a> Website: <a href="http://www.ccvindia.com">www.ccvindia.com</a> Contact Person: Mr. Tushar Shukla	<b>SKYLINE FINANCIAL SERVICES PVT. LTD.</b> SEBI Registration No.: INR000003241 D-153 A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi – 110020 Tel No: +91 11 40450193-97 Fax No: +91 11 26812683 Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a> Email: <a href="mailto:compliances@skylinerta.com">compliances@skylinerta.com</a> Contact Person: Mr. Khan Mohd. Ubed
PRINCIPAL BANKERS TO THE COMPANY	LEGAL ADVISOR TO THE COMPANY
[•]	<b>Ms. Lalita Kumari</b> Advocate Supreme Court of India Reg. No. D-607/95 Address : D-39, Dayanand Block, Nirman Vihar, Jain Mandir, Delhi 110092 Mobile No: +91-7011934093 Fax No: Not Available Email Id: corplegaladvisor@gmail.com
MARKET MAKER	BANKER TO THE ISSUE & SPONSOR BANK
<b>Nikunj Stock Brokers Limited</b> SEBI Registration No.: INZ000169335 Address: A-92, Ground Floor, Left Portion, Kamla Nagar, Delhi-110007 Tel. No. : +91 11 47030015-16 Fax No. : NA Email: info@nikunjonline.com Website: <a href="http://www.nikunjonline.com">www.nikunjonline.com</a> Contact Person: Mr. Pramod Kumar Sultania	<b>ICICI Bank Limited</b> SEBI Registration Number: INBI000000004 Address: Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020 Tele. No.: 022- 66818911/23/24 Fax No. : 022- 22611138 E-mail: kmr.saurabh@icicibank.com Website: www.icicibank.com Contact Person: Mr. Saurabh Kumar
STATUTORY AUDITORS OF THE COMPANY	PEER REVIEW AUDITOR OF THE COMPANY
<b>M/S GMR &amp; CO.</b> Address: GF, 25/39, West Patel Nagar, New Delhi – 110008 Tel No.: +91-11-42484479 Fax No.: N.A. Email: <a href="mailto:rajesh@gmrco.in">rajesh@gmrco.in</a> Website: <a href="http://www.gmrco.in">www.gmrco.in</a> Contact Person: CA Rajesh Gupta FRN : 006702N Membership No.: 071368	<b>M/s V. N. Purohit &amp; Co. (Chartered Accountants)</b> Address: 214, New Delhi House, 2 <sup>nd</sup> Floor, 27 Barakhamba Road, New Delhi-110001 Tel. No.: +91 11 43596011 Fax No.: +91 11 43596011 Email: <a href="mailto:vnpdelhi@vnpaudit.com">vnpdelhi@vnpaudit.com</a> Website: <a href="http://www.vnpaudit.com">www.vnpaudit.com</a> Contact Person: Mr. O. P. Pareek FRN: 304040E Membership No.: 014238



## DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S.N	Name	DIN	Category	Designation
1.	Ashok Gupta	00103721	Executive	Chairperson & Whole Time Director
2.	Pardeep Kumar Gupta	00103759	Executive	Whole Time Director
3.	Bhushan Gupta	00103781	Executive	Whole Time Director
4.	Sandhya Gupta	01793287	Non Executive	Non - Independent Director
5.	Vishal Jain	08473754	Non Executive	Independent Director
6.	Prabhat Kumar Jain	08474495	Non Executive	Independent Director

*For further details of our Directors, please refer chapter titled “Our Management” beginning on page 109 of this Draft Prospectus.*

*Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, Skyline Financial Services Private Limited and / or the Lead Manager, i.e., Corporate Capital Ventures Private Limited, in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.*

*All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.*

*For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.*

### **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 the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

### **REGISTERED BROKERS**

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS**

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.



## COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

## STATEMENT OF RESPONSIBILITY OF THE LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Corporate Capital Ventures Private Limited is the sole Lead Manager to this Issue, a statement of inter-se allocation of responsibilities amongst Lead Managers is not required.

## CREDIT RATING

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

## IPO GRADING

Since the Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, there is no requirement of appointing an IPO grading agency.

## BROKERS TO THE OFFER

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

## EXPERT OPINION

Except the report of the Statutory Auditor on (a) the restated financial statements; and (b) statement of tax benefits, included in this Draft 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.

## APPRAISAL AND MONITORING AGENCY

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to Rs. 10,000 Lakhs. Since the Issue size is only of Rs. [●] Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

## UNDERWRITING AGREEMENT

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to be Underwritten	Amount Underwritten (Rs. in Lakh)	% of the Total Issue Size Underwritten
[●]	27,00,000*	[●]	100%



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

*\* Number of shares may need to be adjusted for Lot size upon determination of issue price.*

### **FILING OF DRAFT PROSPECTUS**

A soft copy of the Draft Prospectus shall be filed with SEBI through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> as per Regulation 246(1) of SEBI (ICDR) Regulations and SEBI shall not issue any observation on the offer document in terms of Regulation 246(2) of SEBI ICDR Regulations. A copy of the Prospectus along with the documents required to be filed under Section 26 read with Section 32 of the Companies Act will be delivered to the RoC situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi 110019.

### **CHANGE IN THE AUDITOR DURING LAST 3 YEAR**

There are no changes in the Auditor during last three (3) years as on date of this Draft Prospectus.

### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform BSE SME on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from BSE SME, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

### **DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER**

Our Company and the Lead Manager have entered into a tripartite agreement dated [●] with Nikunj Stock Brokers Limited the Market Maker for this Issue, duly registered with BSE SME to fulfill the obligations of Market Making:

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

1. The Market Maker(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 prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE Limited and SEBI from time to time.



3. The minimum depth of the quote shall be Rs.1,00,000. However, the investors with holdings of value less than Rs.1,00,000 shall be allowed to 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.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
7. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
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.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** SME Platform of BSE 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.
10. **Punitive Action in case of default by Market Makers:** SME Platform of BSE 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 Makers, 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 Makers from time to time.

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

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

The Marketing 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 Draft Prospectus is set forth below:

#	Particulars	Amount (Rs. in Lakhs)	
		Aggregate nominal value	Aggregate value at Offer Price
<b>A.</b>	<b>Authorised Share Capital</b>		
	1,10,00,000 Equity Shares of Rs.10 each	1100.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	75,00,000 Equity Shares of Rs.10 each	750.00	-
<b>C.</b>	<b>Present Issue in terms of the Draft Prospectus</b>		
	Offer of 27,00,000* Equity Shares of Face Value Rs.10/- each at a Price of Rs. [●]/- per Equity Share	[●]	[●]
	<i>Consisting of:</i>		
	<b>Reservation for Market Maker</b> [●] Equity Shares of Rs.10/- each at a price of Rs. [●]/- per Equity Share reserved as Market Maker Portion	[●]	[●]
	<b>Net Issue to the Public</b> – [●] Equity Shares of Rs.10/- each at a price of Rs. [●]/- per Equity Share	[●]	[●]
	<b>Of the Net Issue to the Public</b>		
	<b>Allocation to Retail Individual Investors</b> [●] Equity Shares of Rs.10/- each at a price of Rs. [●]/- per Equity Share shall be available for allocation for Investors applying for a value of up to Rs. 2.00 Lakhs.	[●]	[●]
<b>Allocation to Other than Retail Individual Investors</b> [●] Equity Shares of Rs.10/- each at a price of Rs. [●]/- per Equity Share shall be available for allocation for Investors applying for a value of above Rs.2.00 Lakhs.	[●]	[●]	
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	1,02,00,000* Equity Shares of Rs. 10/- each		1020.00
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		-
	After the Issue		[●]

*The present Issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated May 22, 2019 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on June 11, 2019.*

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

*\* Number of shares may need to be adjusted for Lot size upon determination of issue price.*



## NOTES TO THE CAPITAL STRUCTURE

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

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

S.No.	Particulars	No. of Shares	Cumulative No. of Shares	Cumulative Authorised Share Capital (in Rs. Lakhs)	Date of Meeting	Whether AGM/EGM
1.	On Inception	1,10,00,000	1,10,00,000	11,00,00,000	N.A.	N.A.

### 2. History of Equity Share Capital of our Company

Date of Allotment	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.)	Cumulative Securities premium (Rs.)
May 08, 2019 (Date of Inception)	75,00,000	10	10	Cash	Subscription	75,00,000	7,50,00,000	Nil

#### Note:

- The Equity Shares have been allotted against the outstanding Credit Balance of Partner's Capital Account.
- Initial Subscribers to Memorandum of Association hold 75,00,000 Equity Shares each of face value of Rs. 10/- fully paid up as per the details given below:

Sr. No	Name of Allottees	No. of Shares Allotted
1	Mr. Ashok Gupta	17,50,500
2	Ms. Anita Gupta	7,50,000
3	Mr. Bhushan Gupta	17,49,750
4	Ms. Sandhya Gupta	7,50,000
5	Mr. Anu Gupta	3,75,000
6	Ms. Archana Gupta	3,75,000
7	Mr. Pardeep Kumar Gupta	17,49,750
	<b>Total</b>	<b>75,00,000</b>



### 3. Shareholding of the Promoters of our Company

As on the date of the Draft Prospectus, our Promoters – Mr. Pardeep Kumar Gupta, Ms. Archana Gupta, Mr. Anu Gupta, Mr. Ashok Gupta, Ms. Anita Gupta, Mr. Bhushan Gupta and Ms. Sandhya Gupta hold total 75,00,000 Equity Shares representing 100.00 % of the pre-issue paid up share capital of our Company.

#### *Details of build-up of shareholding of the Promoters*

Date of Allotment / acquisition / transaction and when made fully paid up	Nature of acquisition (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Issue/ Transfer price per Equity Share (in Rs.)	Consideration (cash/ other than cash)	Name of Transferor / Transferee	% of pre issue capital
<b>Mr. Ashok Gupta</b>							
On Incorporation	Subscriber to MOA	17,50,500	10.00	10.00	Cash	-	23.34 %
	<b>Sub-total</b>	<b>17,50,500</b>					<b>23.34 %</b>
<b>Ms. Anita Gupta</b>							
On Incorporation	Subscriber to MOA	7,50,000	10.00	10.00	Cash	-	10.00 %
	<b>Sub-total</b>	<b>7,50,000</b>					<b>10.00 %</b>
<b>Mr. Bhushan Gupta</b>							
On Incorporation	Subscriber to MOA	17,49,750	10.00	10.00	Cash	-	23.33 %
	<b>Sub-total</b>	<b>17,49,750</b>					<b>23.33 %</b>
<b>Ms. Sandhya Gupta</b>							
On Incorporation	Subscriber to MOA	7,50,000	10.00	10.00	Cash	-	10.00 %
	<b>Sub-total</b>	<b>7,50,000</b>					<b>10.00 %</b>
<b>Mr. Anu Gupta</b>							
On Incorporation	Subscriber to MOA	3,75,000	10.00	10.00	Cash	-	5.00 %
	<b>Sub-total</b>	<b>3,75,000</b>					<b>5.00 %</b>
<b>Ms. Archana Gupta</b>							
On Incorporation	Subscriber to MOA	3,75,000	10.00	10.00	Cash	-	5.00 %
	<b>Sub-total</b>	<b>3,75,000</b>					<b>5.00 %</b>
<b>Mr. Pardeep Kumar Gupta</b>							
On Incorporation	Subscriber to MOA	17,49,750	10.00	10.00	Cash	-	23.33 %
	<b>Sub-total</b>	<b>17,49,750</b>					<b>23.33 %</b>

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledged.



#### 4. Our shareholding pattern

(a) The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Draft Prospectus:

Category Code	Category of shareholder	No. Of shareholder	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCR R, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Under lying 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 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)	
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoters and Promoter Group	7	7500000	-	-	7500000	100	7500000	-	7500000	100	-	100	-	-	-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>7</b>	<b>7500000</b>	<b>-</b>	<b>-</b>	<b>7500000</b>	<b>100</b>	<b>7500000</b>	<b>-</b>	<b>7500000</b>	<b>100</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

\*\*Shall be locked-in on or before the date of allotment in this Issue.



**I. Shareholding Pattern of Promoters and Promoter Group**

Category & name of shareholder (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid up equity shares held (V)	No. of share underlying Depository Receipts (VI)	Total nos. shares held (VII) (IV)+(V)+(VI)	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share Capital) As a % of (A+B+C2) (XI)=(VII)+(X)	Number of locked in Shares** (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of shares held in dematerialized form (XIV)	
								No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
								Class : X	Class : Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)	(XIV)		
<b>(1) Indian</b>																		
(a) Individual/HUF		7	7500000	-	-	7500000	100.00	7500000	-	7500000	100.00	-	100.00	-	-	-	-	-
1 Ashok Gupta	-	1	1750500	-	-	1750500	23.34	1750500	-	1750500	23.34	-	23.34	-	-	-	-	-
2 Pardeep Kumar Gupta	-	1	1749750	-	-	1749750	23.33	1749750	-	1749750	23.33	-	23.33	-	-	-	-	-
3 Bhushan Gupta	-	1	1749750	-	-	1749750	23.33	1749750	-	1749750	23.33	-	23.33	-	-	-	-	-
4 Anita Gupta	-	1	750000	-	-	750000	10.00	750000	-	750000	10.00	-	10.00	-	-	-	-	-
5 Sandhya Gupta	-	1	750000	-	-	750000	10.00	750000	-	750000	10.00	-	10.00	-	-	-	-	-
6 Anu Gupta	-	1	375000	-	-	375000	5.00	375000	-	375000	5.00	-	5.00	-	-	-	-	-
7 Archana Gupta	-	1	375000	-	-	375000	5.00	375000	-	375000	5.00	-	5.00	-	-	-	-	-
(b) Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Financial Institutions /Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Any other (Body Corporate)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Sub- total (A) (1)</b>		<b>7</b>	<b>7500000</b>	<b>-</b>	<b>-</b>	<b>7500000</b>	<b>100.00</b>	<b>7500000</b>	<b>-</b>	<b>7500000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(2) Foreign</b>																		
(a) Individual (NRI/ Foreign Individual)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b) Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f) Any Other(specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Sub- Total(A) (2)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters and Promoter Group (A)=(A)(1)+(A)(2)</b>		<b>7</b>	<b>7500000</b>	<b>-</b>	<b>-</b>	<b>7500000</b>	<b>100.00</b>	<b>7500000</b>	<b>-</b>	<b>7500000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



## II. Shareholding Pattern of the Public shareholder

Category & name of shareholder	P A N	No. of share holders	No. of full y paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII)	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+C 2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form	
								No. of Voting Rights					Total as a % of (A+ B+C)	No. (a)	As a % of tot al shares held (B)	No. (a)		As a % of tot al shares held (B)
								Class : X	Class : Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(IV)+(V) +(VI)	(VIII)	(IX)			(X)	(XI)=(V II)+(X)	(XII)	(XIII)	(XIV)			
(1) Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a) Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g) Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h) Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i) Any other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2) Central Government / State Government (s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(3) Non- Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Individuals-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a) i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Total Public Shareholding (B)-(B)(1)+(B)(2)+(B)(3)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



### III. Shareholding pattern of the Non Promoter- Non Public shareholder

	Category & name of shareholder	P A N	No. of shareholders	No. of full y 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 Under lying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities ( as a percent age of diluted share Capital) As a % of (A+B+C 2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total shares held (B)	No. (Not Applicable)	As a % of total shares held (Not Applicable)	
									Class : X	Class : Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(V II)+(X)	(XII)		(XIII)	(XIV)		
(1)	Custodian /DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Non- Promoter – Non Public Shareholding (C)=(C)(1)+(C)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

- Note:
- In terms of SEBI circular bearing No. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. Accordingly, our Company will dematerialized all the existing shares of the Company prior to filing Final Prospectus with Registrar of Companies.
  - PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.
  - Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of BSE SME before commencement of trading of such Equity Shares.



5. As on the date of the Draft Prospectus, there are no partly paid-up shares / outstanding convertible securities / warrants in our Company.
6. **Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” and public before and after the Issue:**

Sr. No.	Name of share holder	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1	Ashok Gupta	17,50,500	23.34	17,50,500	17.16
2	Pardeep Kumar Gupta	17,49,750	23.33	17,49,750	17.15
3	Bhushan Gupta	17,49,750	23.33	17,49,750	17.15
4	Anita Gupta	7,50,000	10.00	7,50,000	7.35
5	Sandhya Gupta	7,50,000	10.00	7,50,000	7.35
6	Anu Gupta	3,75,000	5.00	3,75,000	3.68
7	Archana Gupta	3,75,000	5.00	3,75,000	3.68
<b>Total – A</b>		<b>75,00,000</b>	<b>100.00</b>	<b>12,89,000</b>	<b>73.53</b>
<b>Promoters’ Group</b>					
-	-	-	-	-	-
<b>Total - B</b>		-	-	-	-
<b>Total Promoters &amp; Promoters’ Group (A+B)</b>		<b>75,00,000</b>	<b>100.00</b>	<b>12,89,000</b>	<b>73.53</b>
<b>Public - Pre IPO</b>					
-	-	-	-	-	-
<b>Total-C</b>		-	-	-	-
<b>Initial Public Offer</b>					
8	Initial Public Offer - Public	0	0	27,00,000	26.47
<b>Total-D</b>		<b>0</b>	<b>0</b>	<b>27,00,000</b>	<b>26.47</b>
<b>Total Public (C+D)</b>		<b>0</b>	<b>0</b>	<b>27,00,000</b>	<b>26.47</b>
<b>Grand Total (A+B+C+D)</b>		<b>75,00,000</b>	<b>100.00</b>	<b>1,02,00,000</b>	<b>100.00</b>

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Ashok Gupta	1750500	10.00
Pardeep Kumar Gupta	1749750	10.00
Bhushan Gupta	1749750	10.00
Anita Gupta	750000	10.00
Sandhya Gupta	750000	10.00
Anu Gupta	375000	10.00
Archana Gupta	375000	10.00

8. **Details of Major Shareholders:**

(A) *List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Prospectus:*



#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Ashok Gupta	1750500	23.34
2.	Pardeep Kumar Gupta	1749750	23.33
3.	Bhushan Gupta	1749750	23.33
4.	Anita Gupta	750000	10.00
5.	Sandhya Gupta	750000	10.00
6.	Anu Gupta	375000	5.00
7.	Archana Gupta	375000	5.00
	<b>Total</b>	<b>75,00,000</b>	<b>100.00</b>

(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of the Draft Prospectus:

The Company is incorporated on May 08, 2019 pursuant to conversion from erstwhile Partnership Firm into Company. Therefore, the Particular of the Top Ten Shareholders two years prior to the date of the Draft Prospectus is not applicable.

(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of the Draft Prospectus:

The Company is incorporated on May 08, 2019 pursuant to conversion from erstwhile Partnership Firm into Company. Therefore, the Particular of the Top Ten Shareholders One year prior to the date of the Draft Prospectus is not applicable.

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Prospectus:

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Ashok Gupta	1750500	23.34
2.	Pardeep Kumar Gupta	1749750	23.33
3.	Bhushan Gupta	1749750	23.33
4.	Anita Gupta	750000	10.00
5.	Sandhya Gupta	750000	10.00
6.	Anu Gupta	375000	5.00
7.	Archana Gupta	375000	5.00
	<b>Total</b>	<b>75,00,000</b>	<b>100.00</b>

\*The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of the Draft Prospectus.

\*\* the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

9. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.
10. Our Company has not issued any Equity Shares during a period of one year preceding the date of the Draft Prospectus at a price lower than the Issue Price.
11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus



until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

12. We have 7 (Seven) shareholders as on the date of filing of the Draft Prospectus.
13. As on the date of the Draft Prospectus, our Promoters and Promoters' Group hold total 75,00,000 Equity Shares representing 100.00 % of the pre-issue paid up share capital of our Company.
14. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the company which is a promoter of the Company and/or the Directors of the Company have purchased or (sold) any securities of our Company during the past six months immediately preceding the date of filing this Draft Prospectus.
15. The members of the Promoters' Group, our Directors and the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Draft Prospectus.
16. **Details of Promoter's Contribution locked in for three years:**

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and in terms of the aforesaid table, an aggregate of 20% of the post-Issue Capital shall be considered as Promoter's Contribution (Promoters' Contribution) and shall be locked in by for a period of three (3) years.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute [●] % of the post-issue Equity Share Capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Draft Prospectus until the completion of the lock-in period specified above.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters' Contribution of [●] of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters' Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.



The details of the Equity Shares held by our Promoters, which are locked in for a period of three years from the date of Allotment in the Offer are given below:

Name of Promoter	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/Acquisition Price per Equity Share (Rs.)	Percent age of post-Offer paid-up capital (%)	Date up to which Equity Shares are subject to Lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>			[●]			[●]	

The Equity Shares that are being locked in are not ineligible for computation of Promoters' contribution in terms of Regulation 237 of the SEBI Regulations. Equity Shares offered by the Promoters for the minimum Promoters' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

We confirm that the minimum Promoters' contribution of [●] % which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

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

In addition to above Equity Shares that are locked-in for three years as the minimum Promoters' contribution, the balance pre-Issue Equity Share capital of our Company, i.e. [●] Equity Shares shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.



### ***Pledge of Locked in Equity Shares:***

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

### ***Transferability of Locked in Equity Shares:***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable:

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
  - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.
17. Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
  18. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation.
  19. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
  20. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
  21. Our Company has not made Right Issue, at any point of time since Incorporation.
  22. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme 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.

23. There are no safety net arrangements for this public Offer.
24. An oversubscription to the extent of 10% of the Offer can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.
25. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
26. All the Equity Shares of our Company are fully paid up as on the date of the Draft Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
27. As per RBI regulations, OCBs are not allowed to participate in this Issue.
28. There is no “Buyback”, “Standby”, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Draft Prospectus.
29. As on the date of this Draft Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
30. Investors may note that in case of over-subscription, 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.
31. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and BSE.
32. The Issue is being made through Fixed Price Method.
33. Lead Manager to the Issue viz. Corporate CapitalVentures Private Limited and its associates do not hold any Equity Shares of our Company.
34. Our Company has not raised any bridge loan against the proceeds of this Issue.
35. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
36. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
37. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this Draft Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
38. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
39. Our Promoters and the members of our Promoter Group will not participate in this Issue.
40. Our Company has not made any public issue since its incorporation.
41. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter



Group between the date of filing the Draft Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

42. For the details of transactions by our Company with our Promoter Group, Group Companies during the last three Fiscals i.e. 2017, 2018 and 2019, please refer to paragraph titled “*Related Party Transaction*” in the chapter titled ‘*Financial Information*’ beginning on page number 164 of the Draft Prospectus.
43. 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 number 109 of the Draft Prospectus.

*This space has been left blank intentionally.*



## 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 BSE SME Platform.

### The objects of the Issue are:-

1. To meet out the Working Capital requirements of the Company;
2. Repayment of Loans
3. General Corporate Purposes and
4. Issue Expenses

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company 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. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

### Fund Requirements

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

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

S. N.	Particulars	Amount (In Rs. Lakh)
1	Working Capital Requirement	[●]
2	Repayment of Loans	[●]
2	General Corporate Purposes	[●]
3	Issue Expenses	[●]
	<b>Total</b>	[●]

\* As on June 25, 2019 the Company has incurred a sum of Rs. 5.00 lakh towards issue expenses.

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

*The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.*

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the



other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

**Details of Utilization of Issue Proceeds**

**1. Working Capital Requirements:**

(Rs. In Lakhs)

Particulars	2017-18 (Audited)	2018-19 (Audited)	2019-20 (Estimated)
<b>Current Assets</b>			
Inventories	7272.91	11256.18	[●]
Trade Receivables	4968.62	6185.35	[●]
Cash & Cash Equivalents	21.28	14.3	[●]
Short Term Loans and Advances	1092.46	1642.18	[●]
Other Current Assets	-	-	[●]
<b>Total (A)</b>	<b>13355.3</b>	<b>19098.01</b>	<b>[●]</b>
<b>Current Liabilities</b>			
Short Term Borrowings	4176.7	6,630.55	[●]
Trade Payables	8005.71	9182.5	[●]
Other Current Liabilities	17.04	764.17	[●]
Short Term Provisions	9.54	36.94	[●]
<b>Total (B)</b>	<b>12209</b>	<b>16614.16</b>	<b>[●]</b>
<b>Net Working Capital (A) - (B)</b>	<b>1146.28</b>	<b>2483.85</b>	<b>[●]</b>
<b>Sources of Working Capital</b>			
<b>Internal sources</b>	1146.28	2483.85	[●]
<b>Issue Proceeds</b>	-	-	[●]

**Basis of Estimation**

(in days)

Particulars	Basis	FY 2017	FY 2018	FY 2019 (Estimated)
Receivables	Debtor Collection Period	[●]	[●]	[●]
Payables (including non fund based limit)	Credit Period	[●]	[●]	[●]

The total working capital requirements for the FY 2018-19 is estimated to be Rs 2483.85 lakhs and for the FY 2019-20 is projected to be Rs. [●] lakhs. The incremental working capital requirement for the year



ended March 31, 2020 will be Rs. [●] Lakhs, which will be met through the Net Proceeds to the extent of Rs. [●] Lakhs and the balance portion will be met through Internal Accruals/Share Capital/ Borrowings.

## 2. Repayment of Existing Loans

As on May 09, 2019, the total outstanding unsecured borrowings are Rs. 1,553.75 Lakhs out of which the Company would like to repay an amount of Rs. [●] Lakhs from the proceeds of the Issue.

Lender	Outstanding amount as on 09.05.2019	Purpose	Pre-payment penalty
Outstanding Unsecured Borrowings	1,553.75	Operational	NA
<b>Amount to be repaid out of issue proceeds</b>	[●]	-	-
Balance after repayment	[●]	Operational	NA

## 3. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds aggregating Rs. [●] lakhs for General Corporate Purposes subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

## 4. 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. [●] Lakh.

*(Rs. In Lakh)*

Expenses	Expenses (Rs. in Lakh)	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, Market Makers, Bankers etc.	[●]	[●]	[●]
Regulatory fees and Other Expenses	[●]	[●]	[●]
Marketing and Advertising Expenses	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	[●]	[●]	[●]



## MEANS OF FINANCE

The working capital requirements under our Objects will be met through the Net Proceeds to the extent of Rs. [●] lakhs and internal accruals as provided for below:

(Rs. in Lakh)

Particulars	Amount Required	IPO Proceeds	Internal Accruals
Working Capital Requirements of the Company	[●]	[●]	[●]

Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

## APPRAISAL BY APPRAISING AGENCY

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

## SCHEDULE OF IMPLEMENTATION

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

(Rs. in Lakh)

S. No.	Particulars	Amount to be funded from Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2019-20)
1	Working Capital Requirement	[●]	[●]
2	Repayment of Loans	[●]	[●]
2	General Corporate Purposes	[●]	[●]
3	Issue Expenses	[●]	[●]
	Total	[●]	[●]

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

## DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated June 25, 2019 from M/s. GMR & Co., Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. 5.00 Lakh. Details of the deployment of funds as on June 25 2019, as per the certificate are as follows:



(Rs. in Lakh)

Particulars	Total Funds required	Amount incurred till June 25, 2019	Source of Fund	Balance deployment during FY 2019-20
Working Capital Requirement	[•]	[•]	[•]	[•]
General Corporate Purpose	[•]	[•]	[•]	[•]
*Issue Expenses	[•]	5.00*	Internal Accrual	[•]
<b>Total</b>	[•]	5.00	-	[•]

\* M/s GMR & Co., Chartered Accountants being statutory auditor of the Company have vide certificate dated June 25, 2019, confirmed that as on June 25, 2019 the Company has incurred a sum of Rs.5.00 Lakh towards issue expenses.

### INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in with 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. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

### BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

### MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.



## **VARIATION IN OBJECTS**

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

## **OTHER CONFIRMATIONS**

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled ‘Our Promoters & Promoters Group’ and ‘Our Management’ as mentioned on page nos. 124 and 109 of this Draft Prospectus.

*This space has been left blank intentionally.*



## BASIS FOR ISSUE PRICE

The Issue Price of Rs. [●] 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. [●] per Equity Share.

### QUALITATIVE FACTORS

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

1. Qualified & Experienced Team
2. Wide Product Range
3. Proven capabilities
4. Recognised and Established Customer Base
5. Ability to bring clients' vision to a reality

For further details, refer heading chapter titled "Our Business" beginning on page 86 of this Draft Prospectus.

### QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

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

Period	Basic & Diluted EPS	Weight
2018-19	6.21	3.00
2017-18	2.38	2.00
2016-17	1.22	1.00
Weighted Average EPS		4.10
EPS for May 08, 2019*		0.59
EPS for May 09, 2019*		Negative

(\*not annualised)

#### Note:

- a) EPS Calculations have been done in accordance with Accounting Standard 20-"Earning per Share" issued by the Institute of Chartered Accountants of India.
- b) Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period. Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- c) For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.



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

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2018-19	[●]
P/E ratio based on the Weighted Average EPS, as restated	[●]

**\*Industry P/E**

High	[●]
Low	[●]
<b>Average</b>	[●]

\*Industry composite comprises of [●].

Note: Industry Peer may be modified for finalisation of Issue Price before filing Prospectus with ROC.

3. **Return on Net Worth (RONW)**

Period	Return on Net Worth (%) (Standalone)	Weights
2018-19	758.03	3
2017-18	661.10	2
2016-17	607.34	1
<b>Weighted Average</b>		42.25
NW for May 08, 2019*		756.61
NW for May 09, 2019*		749.99

\*Not annualised

**Note:**

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights
- Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves and attributable to equity holders.

4. **Minimum Return on Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2020 is [●] %.**

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

Particulars	Net Asset Value (NAV) in Rs.
2018-19	10.11
2017-18	8.81
2016-17	8.10
NAV for May 08, 2019*	10.09
NAV for May 09, 2019*	10.00
NAV Post-Issue	[●]
Issue Price	[●]



*\*Not annualised*

*Note: Net Asset Value has been calculated as per the following formula:*

*NAV = Net worth excluding preference share capital and revaluation reserve/Outstanding number of Equity shares outstanding during the year or period*

## 6. Comparison with industry peers

#	Name of the company	Face Value (Rs. Per Share)	CMP*	EPS (Rs. Per Share)	P/E Ratio	RONW (%)	NAV(Rs. Per Share )	Total Income (Rs. In Lakhs)
	Ramsons Food Products Limited	10	[●]	4.10	[●]	42.25	10.00	127,314.16
<b>Peer Group*</b>								
	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

\*Source: www.bseindia.com, and www.nseindia.com

*Note: Industry Peer may be modified for finalisation of Issue Price before filing Prospectus with ROC.*

Notes:

- Considering the nature and turnover of business of the Company the peer are not strictly comparable. However the same have been included for broader comparison.
- The figures for Ramsons Food Products Limited are based on the restated results for the year ended March 31, 2019.
- The figures for the peer group are based on standalone audited results for the respective year ended [●].
- Current Market Price (CMP) is the closing price of respective scrip as on [●].

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 — Auditors Report and Financial Information of Our Company beginning on page 158 of this Draft Prospectus for a more informed view.



## STATEMENT OF TAX BENEFITS

### Independent Auditor's Report on Statement of Special Tax Benefits

To,

The Board of Directors,  
**RAMSONS FOOD PRODUCTS LIMITED**  
510, Joshi Road, Karol Bagh,  
New Delhi-110005\*

With reference to proposed Issue and Offer of the Equity Shares of **RAMSONS FOOD PRODUCTS LIMITED** (hereinafter referred to as "the Company"), we are enclosing herewith a Statement stating the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('the Act') as applicable to the assessment year 2020-21 relevant to the financial year 2019-20, for inclusion in the Draft Prospectus and the Prospectus for the proposed issue of shares. Several of these benefits are dependent upon the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits will be dependent upon such conditions being fulfilled. Additionally, in respect of the Company benefits listed, the business imperatives faced by the Company in the future will also affect the benefits actually claimed.

The benefits discussed in the enclosed annexure covers only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive.

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;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;

The contents stated in the Annexure are based on the information and explanations 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.

This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.



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

**FOR V. N. PUROHIT & CO.**  
**Chartered Accountants**  
Firm Regn. 304040E

Place: New Delhi  
Dated: 12/06/2019

**O. P. Pareek**  
Partner  
Membership No. 014238

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## **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO RAMSONS FOOD PRODUCTS LIMITED (“THE COMPANY”) 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 direct 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 not choose to fulfil.

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

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

#### **Note:**

- 1.** All the above benefits are as per the current tax laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
- 2.** The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
- 3.** No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

*\* Registered office of the Company till June 18, 2019.*



## SECTION V- ABOUT THE COMPANY

### OUR INDUSTRY

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Ramsons Food Products Limited.*

### OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

#### GLOBAL ECONOMIC OVERVIEW

- Global growth for 2018 is estimated at 3.7 percent, as in the October 2018 World Economic Outlook (WEO) forecast, despite weaker performance in some economies, notably Europe and Asia. The global economy is projected to grow at 3.5 percent in 2019 and 3.6 percent in 2020, 0.2 and 0.1 percentage point below last October’s projections.
- The global growth forecast for 2019 and 2020 had already been revised downward in the last WEO, partly because of the negative effects of tariff increases enacted in the United States and China earlier that year. The further downward revision since October in part reflects carry over from softer momentum in the second half of 2018—including in Germany following the introduction of new automobile fuel emission standards and in Italy where concerns about sovereign and financial risks have weighed on domestic demand—but also weakening financial market sentiment as well as a contraction in Turkey now projected to be deeper than anticipated.
- Risks to global growth tilt to the downside. An escalation of trade tensions beyond those already incorporated in the forecast remains a key source of risk to the outlook. Financial conditions have already tightened since the fall. A range of triggers beyond escalating trade tensions could spark a further deterioration in risk sentiment with adverse growth implications, especially given the high levels of public and private debt. These potential triggers include a “no-deal” withdrawal of the United Kingdom from the European Union and a greater-than-envisaged slowdown in China.
- The main shared policy priority is for countries to resolve cooperatively and quickly their traded is agreements and the resulting policy uncertainty, rather than raising harmful barriers further and destabilizing an already slowing global economy. Across all economies, measures to boost potential output growth, enhance inclusiveness, and strengthen fiscal and financial buffers in an environment of high debt burdens and tighter financial conditions are imperatives.

#### Softening Momentum, High Uncertainty

The global economy continues to expand, but third-quarter growth has disappointed in some economies. Idiosyncratic factors (new fuel emission standards in Germany, natural disasters in Japan) weighed on activity



in large economies. But these developments occurred against a backdrop of weakening financial market sentiment, trade policy uncertainty, and concerns about China's outlook. While the December 1 announcement that tariff hikes have been put on hold for 90 days in the US-China trade dispute is welcome, the possibility of tensions resurfacing in the spring casts a shadow over global economic prospects.

High-frequency data signal subdued momentum in the fourth quarter. Outside the United States, industrial production has decelerated, particularly of capital goods. Global trade growth has slowed to well below 2017 averages. The true underlying impetus could be even weaker than the data indicate, as the headline numbers may have been lifted by import front-loading ahead of tariff hikes, as well as by an uptick in tech exports with the launch of new products. Consistent with this interpretation, purchasing managers' indices, notably in the category of new orders, point to less buoyant expectations of future activity.

Commodities and inflation. Crude oil prices have been volatile since August, reflecting supply influences, including US policy on Iranian oil exports and, more recently, fears of softening global demand. As of early January, crude oil prices stood at around \$55 a barrel, and markets expected prices to remain broadly at that level over the next 4–5 years. Prices of metals and agricultural commodities have softened slightly since August, in part due to subdued demand from China. Consumer price inflation has generally remained contained in recent months in advanced economies but has inched up in the United States, where above-trend growth continues. Among emerging market economies, inflationary pressures are easing with the drop in oil prices. For some, this easing has been partially offset by the pass through of currency depreciations to domestic prices.

Financial conditions in advanced economies have tightened since the fall. Equity valuations—which were stretched in some countries—have been pared back with diminished optimism about earnings prospects amid escalating trade tensions and expectations of slower global growth. Concerns over a US government shutdown further weighed on financial sector sentiment toward year-end. Major central banks also appear to be adopting a more cautious approach. While the US Federal Reserve raised the target range for the federal funds rate to 2.25–2.50 percent in December, it signalled a more gradual pace of rate hikes in 2019 and 2020. In line with earlier communication, the European Central Bank ended its net asset purchases in December. However, it also confirmed that monetary policy would remain amply accommodative, with no increase in policy rates until at least summer 2019, and full reinvestment of maturing securities continuing well past the first rate hike. Increasing risk aversion, together with deteriorating sentiment about growth prospects and shifts in policy expectations, have contributed to a drop in sovereign yields—notably for US Treasuries, German bunds, and UK gilts. Among euro area economies, Italian sovereign spreads have declined from their peak in mid-October on a resolution of the budget standoff with the European Commission, but remain elevated at 270 basis points as of January 7. Spreads for other euro area economies have remained largely unchanged over this period. Beyond sovereign securities, credit spreads widened for US corporate bonds, reflecting lessened optimism and energy sector concerns owing to lower oil prices.

Financial conditions in emerging markets have tightened modestly since the fall, with notable differentiation based on country-specific factors. Emerging market equity indices have sold off over this period, in a context of rising trade tensions and higher risk aversion. Concerns about inflationary effects from earlier oil price increases and, in some cases, closing output gaps or pass through from currency depreciation have led central banks in many emerging market economies (Chile, Indonesia, Mexico, Philippines, Russia, South Africa, Thailand) to raise policy rates since the fall. By contrast, central banks in China and India maintained policy rates on hold and acted to ease domestic funding conditions (by lowering reserve requirements for banks and providing liquidity to non-bank financial companies, respectively). As of early January, with some notable exceptions (e.g., Mexico, Pakistan), emerging market governments generally face lower domestic-currency



long-term yields than in August-September. Foreign-currency sovereign credit spreads have edged up for most countries and risen substantially for some frontier markets.

Capital flows and exchange rates. With investors generally lowering exposure to riskier assets, emerging market economies experienced net capital outflows in the third quarter of 2018. As of early January, the US dollar remains broadly unchanged in real effective terms relative to September, the euro has weakened by about 2 percent amid slower growth and concerns about Italy, and the pound has depreciated about 2 percent as Brexit-related uncertainty increased. In contrast, the Japanese yen has appreciated by about 3 percent, on higher risk aversion. Several emerging market currencies—including the Turkish lira, the Argentine peso, the Brazilian real, the South African rand, the Indian rupee, and the Indonesian rupiah—have staged recoveries from their 2018 valuation lows last August-September.

### **Forecast Assumptions**

The assumptions about tariffs, policy stances, and financial conditions underpinning the forecast are broadly similar to those in the last WEO.

The baseline forecast incorporates the US tariffs announced through September 2018 and retaliatory measures. For the United States, these include tariffs on solar panels, washing machines, aluminium, and steel announced in the first half of 2018; a 25 percent tariff on \$50 billion worth of imports from China, and a 10 percent tariff on an additional \$200 billion of imports from China, with the latter rising to 25 percent after the current 90-day “truce” ends on March 1, 2019. For China, the forecast incorporates tariffs ranging from 5 to 10 percent on \$60 billion of imports from the United States.

Average oil prices are projected at just below \$60 per barrel in 2019 and 2020 (down from about \$69 and \$66, respectively, in the last WEO). Metals prices are expected to decrease 7.4 percent year-over-year in 2019 (a deeper decline than anticipated last October), and to remain roughly unchanged in 2020. Price forecasts for most major agricultural commodities have been revised modestly downwards.

(Source : <https://www.imf.org/en/Publications/WEO/Issues/2019/01/11/weo-update-january-2019>)

## **OVERVIEW OF INDIAN ECONOMY**

### **Introduction**

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

### **Market size**

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.



## Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion. Some of the important recent developments in Indian economy are as follows:

- During 2018-19 (up to February 2019), merchandise exports from India have increased 8.85 per cent year-on-year to US\$ 298.47 billion, while services exports have grown 8.54 per cent year-on-year to US\$ 185.51 billion.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) reached a 14-month high in February 2019 and stood at 54.3.
- Net direct tax collection for 2018-19 had crossed Rs 10 trillion (US\$ 144.57 billion) by March 16, 2019, while goods and services tax (GST) collection stood at Rs 10.70 trillion (US\$ 154.69 billion) as of February 2019.
- Proceeds through Initial Public Offers (IPO) in India reached US\$ 5.5 billion in 2018 and US\$ 0.9 billion in Q1 2018-19.
- India's Foreign Direct Investment (FDI) equity inflows reached US\$ 409.15 billion between April 2000 and December 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 4.4 per cent year-on-year in 2018-19 (up to January 2019).
- Consumer Price Index (CPI) inflation stood at 2.57 per cent in February 2019.
- Net employment generation in the country reached a 17-month high in January 2019.

## Government Initiatives

The interim Union Budget for 2019-20 was announced by Mr. Piyush Goyal, Union Minister for Finance, Corporate Affairs, Railways and Coal, Government of India, in Parliament on February 01, 2019. It focuses on supporting the needy farmers, economically less privileged, workers in the unorganised sector and salaried employees, while continuing the Government of India's push towards better physical and social infrastructure.

Total expenditure for 2019-20 is budgeted at Rs 2,784,200 crore (US\$ 391.53 billion), an increase of 13.30 per cent from 2018-19 (revised estimates).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- In February 2019, the Government of India approved the National Policy on Software Products – 2019, to develop the country as a software hub.



- The National Mineral Policy 2019, National Electronics Policy 2019 and Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles (FAME II) have also been approved by the Government of India in 2019.
- Village electrification in India was completed in April 2018. Universal household electrification is expected to be achieved by March 2019 end.
- The Government of India released the maiden Agriculture Export Policy, 2018 which seeks to double agricultural exports from the country to US\$ 60 billion by 2022.
- Around 1.29 million houses have been constructed up to December 24, 2018, under Government of India's housing scheme named Pradhan Mantri Awas Yojana (Urban).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 755.36 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).

FEBRUARY INDICATIVE PRICES - USDEC sources		
\$/MT, FOB SHIP (with change from January)		
	EUROPE	OCEANIA
SMP	2188 (+78)	2500 (+183)
WMP	3275 (+113)	3000 (+230)
Cheddar	3750 (NC)	3550 (+58)
Butter	4950 (+3)	4450 (+275)
Dry whey	950 (+25)	
WPC-34%	1975 (+113)	
Lactose	1000 (NC)	

*Prices are monthly averages. Source: USDEC.*

### Road Ahead

India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetization and Goods and Services Tax (GST).

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from to 175 GW by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behavior and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

(Source : <https://www.ibef.org/economy/indian-economy-overview>)

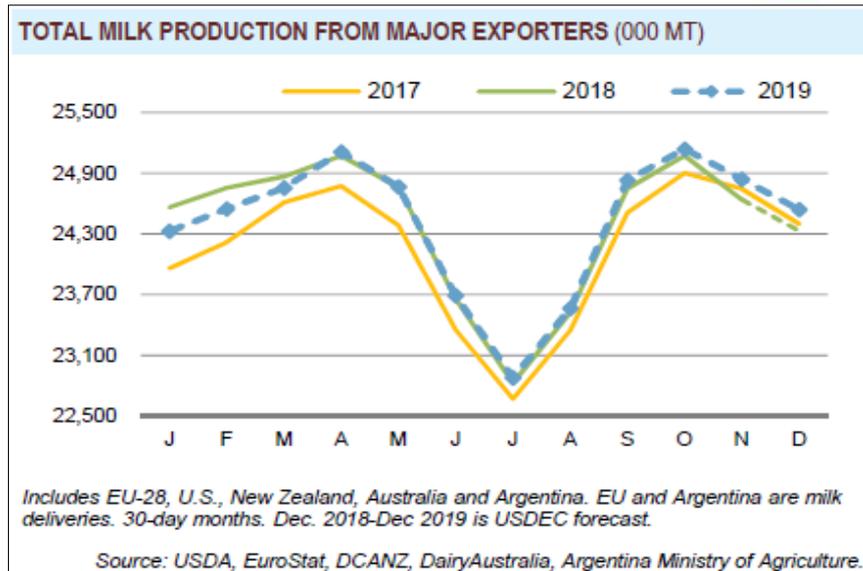
### GLOBAL OUTLOOK OF DAIRY INDUSTRY

The heady price environment of 2011-2014 is a distant memory. In the fourth quarter of 2018, global prices slumped to a two-year low, reflecting a record spring milk flush in New Zealand. Likewise, with the long shadow of intervention stocks, EU skim milk powder (SMP) prices in 2018 were the lowest in 16 years. But

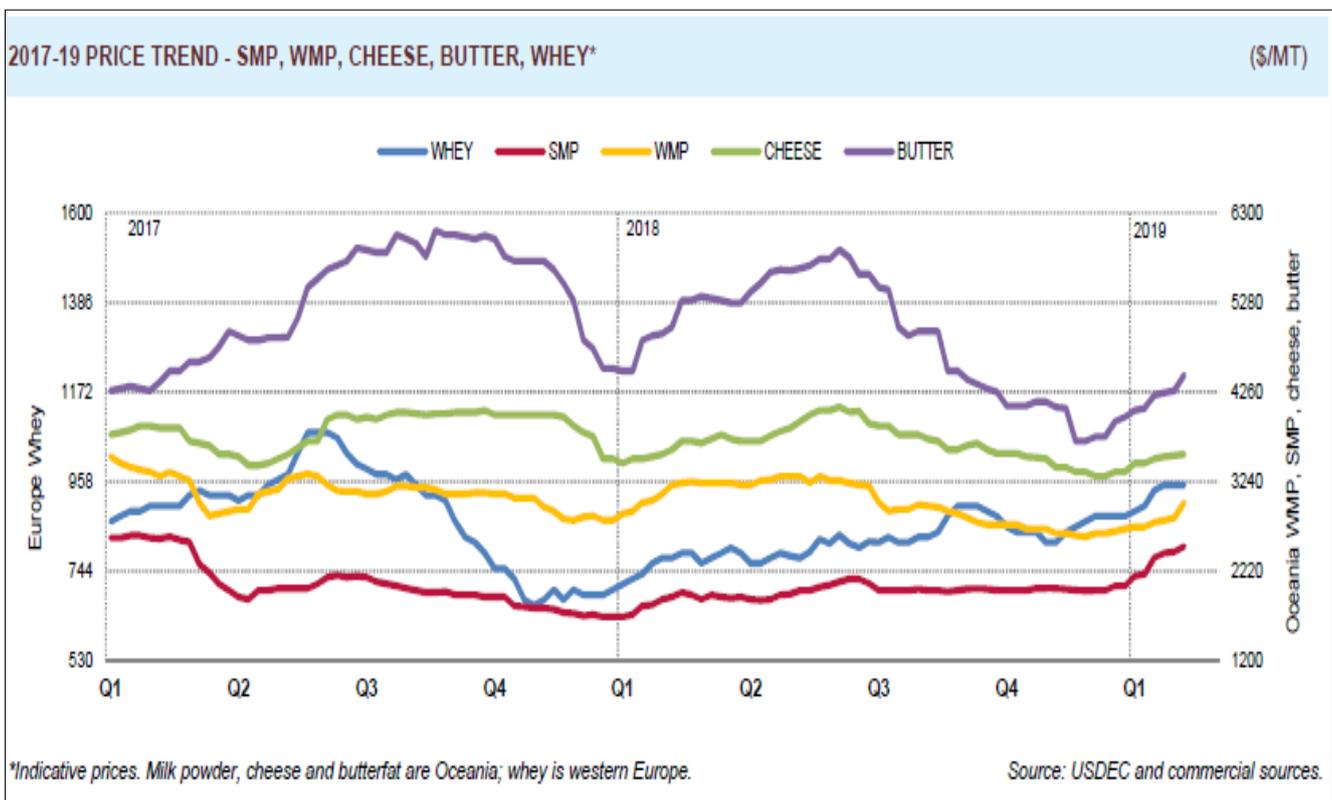


2019 started with a dose of optimism and the markets climbed up off the mat. Milk supply growth has come to an end and improved demand from China, Southeast Asia and Mexico revived sentiment.

In addition the European Commission unloaded 247,857 tons of SMP out of intervention in the last four months, a third of that in a single mid-January tender. Holdings are down to just 3,651 tons and the cupboard should be empty by early February.



In November, for the first time in almost two years, milk production from the top five suppliers (EU, United States, New Zealand, Australia and Argentina) was negative. Output dropped 0.4% during the month, after posting a 1.3% increase in the first 10 months of the year (on top of 2.2% growth in 2017). December is estimated to be down slightly as well. Meanwhile, after running down stocks for much of the year, China came back into the market in Q4. Milk powder imports in October-December were +49%. Butterfat and lactose imports were strong all year as well (+24%, +33%, respectively). As a result, global SMP prices are up about \$400/ton (+22%) since November. Butter prices are up \$325-\$550/ton, after losing about a third of their value since June. Whey and cheese prices have firmed in recent weeks, and even whole milk powder (WMP) is up about \$175/ton from its late-2018 lows.





## So what's different in 2019?

Market sentiment should be different this year based on two major supply factors. For the first time since the fourth quarter of 2016, most major suppliers won't have much excess to export. And for the first time since early 2016, traders are operating in an environment without SMP stocks. As the world's largest exporter, EU milk production always has an outsized impact. Weather has depressed production in Germany and France (-2.1% in October- November) and phosphate regulations have done the same in the Netherlands (-5.7% in September- December). Gains in Ireland and Poland haven't been enough to compensate. EU-28 deliveries were down about 0.5% in the last five months of 2018. We look for output down 1.0% to 1.5% in Q1-19 and expect to see little to no growth for the full year. In short, a world market that has leaned on the long side for the last two years will be in much better balance as we move deeper into 2019. We're not getting carried away though. The rally is certainly welcome, but there are many headwinds to contend with. To wit:

- First, perspective is warranted. Recent increases are coming off a price trough and had room to move. Commodity values, on average, are still 15-20% below their 2017 and 2018 peaks.
- Buyers took advantage of lower prices in late 2018. As prices increase and pipeline holdings build, we're starting to see some bidding restraint. And China's turn-of-the-year buying to take advantage of duty-free product from New Zealand and to meet Lunar New Year needs is complete.
- It will take a while for end users to absorb all the intervention powder that's come out. Most of the product is moving through the supply chain into trader/importer/distributor inventory, or it's displacing fresh production. Moreover, spring flush is on the horizon in the northern hemisphere, making more powder available, so we don't expect the market to clear until mid-year.
- New Zealand is on track for a record season, with production up 4.4% through December. Milk prices are healthy and pasture conditions are excellent, setting the stage for robust shoulder production and a strong finish to the year. Every 1% annual increase in New Zealand milk production puts about 28,000 tons of additional product on the world market.
- Continued declines in fluid milk consumption in the United States and Europe make more milk available for manufacturing. For instance, while U.S. milk production was up just 1.0% in 2018 (pending December numbers), the supply of milk for manufacturing was up about 2.1%.
- Cheese stocks sit at record levels in the United States, pressuring U.S. cheese prices to nine-year lows. With continually growing cheese capacity on both sides of the Atlantic, more





milk continues to flow into the vats, even as cheese import demand has stagnated over the last 15 months.

- The U.S.-China trade war has economists contemplating slower growth in the region, with potential flow-on impacts on dairy consumption. China GDP growth in 2018 was the lowest in 28 years, and Q4-18 was the worst quarter since the 2008 financial crisis. A further slowdown is expected for China this year, despite government stimulus efforts.
- Oil prices have retreated to a level that stifles Middle East dairy imports growth. From June-November, Middle East imports of milk powder, cheese, butterfat and whey were down 12%, with most notable declines in Saudi Arabia and UAE. If oil moves, say, \$10/barrel higher, it would signal improved in buying activity, but analysts are not forecasting such a move.

In short, while the fundamentals will be in better balance in 2019, it won't immediately translate into across-the-board pricing. SMP stands to benefit the most, just because of the absence of intervention stocks and ongoing strong demand. But the first half of the year still looks to be challenging for the other commodities.

The butterfat outlook is flat, with inventories in better shape but some buyers still sidelined since the 2016 price run-up. WMP will be under pressure until mid-year thanks to heavy New Zealand supply. The cheese market remains depressed under the weight of U.S. stocks and lackluster global demand. And the whey complex, which was strong for most of 2018, is showing cracks in early 2019 as China demand starts to waver. We'll be watching for several disruptors in 2019.

- China imports (milk equivalent) were up 10% in 2018, aided by an especially strong performance in the latter part of the year. It's the third straight year of double-digit growth. Will that carry over into 2019? Chinese processors are directing more milk into fresh products (vs. drying into milk powder), and higher farm gate prices in China make imports more attractive, but only if those imports don't become too expensive.
- Trade patterns have shifted since China's implementation of additional tariffs on U.S. products, most noticeably in whey. In 2017 and the first half of 2018, the United States held a 52% share of China whey imports, while European suppliers captured 36%. In the first four months with the new tariffs in place, U.S. share plunged to 32% while EU share jumped to 46%. Meanwhile, Chinese buyers are increasingly looking to Belarus and Ukraine, which accounted for 14% share in the four-month period.
- Likewise, trade deals give New Zealand and Europe new access into Mexico and Japan, respectively. The improved access is relatively small at the outset and may not shake things up much in 2019, but it ramps up over time. More significant is the revamped EU-Mexico agreement, which gives Europe an opening into the United States' long-time biggest market once implemented later this year or in early 2020.
- There's still a long way to go, but if the China tariff situation or the Mexican tariff situation gets resolved, it would be bullish for the market – U.S. markets in particular.
- Australia experienced its worst spring flush in at least 15 years, capped by an 8% production decline in November. Parts of southern Australia hit record temperatures last week in excess of 45°C (113°F). Australia now only accounts for about 5% of global dairy commodity trade, but they'll have even less product for export in 2019.



- Absent a transition plan, the UK will split off from the European Union in just nine weeks. If a hard exit comes to pass, it will upend Irish, French and German cheese shipments to the UK (about 275,000 tons per year, some of which may need to find a new home elsewhere) and complicate trading logistics on the new UK-EU borders. In addition, the destabilization is expected to weaken Britain's economy and perhaps ultimately depress the Euro.
- U.S. milk production growth slowed to just 1.0% in 2018, the lowest figure in five years. And while margins will remain under pressure in 2019, U.S. farmers, particularly those milking 200-500 cows, will benefit from two revamped support programs: Dairy Market Coverage (DMC) via the new Farm Bill and Dairy Revenue Protection. DMC could add \$1.00/cwt. to producer milk prices, which won't save every cow, but it will insulate supply from immediately responding to lower prices.

(Source: Report by US Dairy Export Council dated February 07, 2019)

## **INDIAN OUTLOOK OF DAIRY INDUSTRY**

The country is the world's largest milk producer, accounting for more than 13% of the world's total milk production. It is the world's largest consumer of dairy products, consuming most of its own milk production. There are many Opportunities And Challenges in The Indian Dairy Industry. Dairy products are a major source of cheap and nutritious food to millions of people in India and the only acceptable source of animal protein for a large vegetarian segment of the Indian population, particularly among the landless, small and marginal farmers and women. Dairying has been considered as one of the activities aimed at alleviating the poverty and unemployment, especially in the rural areas in the rain-fed and drought-prone regions. In India, about three-fourth of the population live in rural areas and about 38% of them are poor. In 1986-87, about 73% of rural households own livestock. Small and marginal farmers account for three-quarters of these households owning livestock, raising 56% of the bovine and 66% of the sheep population. According to the National Sample Survey of 1993-94, livestock sector produces regular employment to about 9.8 million persons in principal status and 8.6 million in subsidiary status, which constitute about 5% of the total work force. The progress in this sector will result in a more balanced development of the rural economy.

### **Milk Processing**

The milk processing industry is small compared to the huge amount of milk produced every year. Only 10% of all the milk is delivered to some 400 dairy plants. A specific Indian phenomenon is the unorganised sector of milkmen, vendors who collect the milk from local producers and sell the milk in both, urban and non-urban areas, which handles around 65-70% of the national milk production. In the organised dairy industry, the cooperative milk processors have a 60% market share. The cooperative dairies process 90% of the collected milk as liquid milk, whereas the private dairies process and sell only 20% of the milk collected as liquid milk and 80% for other dairy products with a focus on value-added products.

### **Domestic Consumption**

The huge volume of milk produced in India is consumed almost entirely by the Indian population itself, in a 50-50 division between urban and nonurban areas. Increasingly, important consumers of the dairy industry are fast-food chains and food and non-food industries using dairy ingredients in a wide range of products.



## **Trade**

In spite of having largest milk production, India is a very minor player in the world market. India was primarily an import dependent country till early seventies. Most of the demand-supply gaps of liquid milk requirements for urban consumers were met by importing anhydrous milk fat / butter and dry milk powders. But with the onset of Operation Flood Programme, the scenario dramatically changed and commercial imports of dairy products came to a halt except occasional imports of very small quantities. In the 1990s, India started exporting surplus dairy commodities, such as SMP, WMP, butter and ghee. The Agricultural and Processed Food Products Export Development Authority (APEDA) regulated the export and import of dairy products till early 1990s. However, in the new EXIM Policy announced in April 2000, the Union Government has allowed the free import and export of most dairy products.

The major destinations for Indian dairy products are Bangladesh (23.1%), UAE (15.4%), US (15.6%) and Philippines (8.9%). In terms of products, SMP is the most important product accounting for about 63% of total export volume, followed by ghee and butter (11.7%) and WMP. Export figures clearly demonstrate that the Indian dairy export is still in its infancy and the surpluses are occasional. Indigenous milk products and desserts are becoming popular with the ethnic population spread all over the world. Therefore, the export demand for these products will increase and hence, there is a great potential for export.

On the other hand, there has been a sharp increase in import of dairy products (especially milk powders) after trade liberalisation. As per the latest report of Foreign Trade Statistics of December 2004, the imports of dairy products (milk and cream) has reached a cumulative total of 22.145 million tonnes for the period April – March 2004, as compared to only 1473 million tonnes for the same period during the previous year. The main reasons for sharp rise in imports are huge export subsidies given by developed countries (mainly the US and EU).

### **Key Areas of Concern in the Dairy Industry**

Competitiveness, cost of production, productivity of animals etc. The demand for quality dairy products is rising and production is also increasing in many developing countries. The countries which are expected to benefit most from any increase in world demand for dairy products are those which have low cost of production. Therefore, in order to increase the competitiveness of Indian dairy industry, efforts should be made to reduce cost of production. Increasing productivity of animals, better health care and breeding facilities and management of dairy animals can reduce the cost of milk production. The Government and dairy industry can play a vital role in this direction.

**Production, processing and marketing infrastructure** If India has to emerge as an exporting country, it is imperative that we should develop proper production, processing and marketing infrastructure, which is capable of meeting international quality requirements. A comprehensive strategy for producing quality and safe dairy products should be formulated with suitable legal backup.

**Focus on buffalo milk based specialty Dairy industry in India** is also unique with regard to availability of a large proportion of buffalo milk. Thus, India can focus on buffalo milk based specialty products, like Mozzarella cheese, tailored to meet the needs of the target consumers.

**Import of value-added products and export of lower value products** With the trade liberalisation, despite the attempts of Indian companies to develop their product range, it could well be that in the future, more value-



added products will be imported and lower value products will be exported. The industry has to prepare themselves to meet the challenges.

### **New Challenges of Globalisation and Trade**

**Liberalisation** – Perspective 2010 The NDDB has recently put in place Perspective 2010" to enable the cooperatives to meet the new challenges of globalization and trade liberalization. Like other major dairying countries of the world, the Indian cooperatives are expected to play a predominant role in the dairy industry in future as well. However, India is in the mean time, attaining its past glory and is once again becoming Doodh Ka Sagar. But, what percentage of this Sagar is handled by the cooperatives – just a little over 7%. Since liberalization of the dairy sector in 1991, a very large number of private sector companies / firms have, despite MMPO, established dairy factories in the country. The share of the total milk processing capacity by private sector is 44% of total installed capacity of 73 MLPD (Million Litres Per Day) in the country. Therefore, the total share of the organized sector, both cooperatives as well as the private sector is barely 12%. What is, therefore, disquieting is that as much as 88% share of the total milk production is commanded by the unorganized sector – who specializes in selling sub-standard, unpasteurized milk more often than not adulterated with harmful chemicals. Besides, growth in milk production is likely to continue at the present rate of 4.4% in the near future. Who is going to handle this incremental milk? We must bear in mind is both income and price what we must bear in mind both income & price elasticity account for approximately 15% of the total expenditure of food. Demand for milk, at current rate of income growth is estimated to grow at 7% per annum. Interestingly, demand for milk is expected to grow steadily over the next two decades as the low income rural and urban families who have higher expenditure elasticity would also increase their income due to new economic environment.

(Source: <https://www.smeventure.com/opportunities-indian-dairy-industry/>)

The report titled “India Dairy Products Industry Outlook to 2019 ” Dominating Branded Players and Rising Milk Availability to Foster Growth” provides detailed overview on the India Dairy Food Market and helps readers to identify the ongoing trends in the industry and anticipated growth in future depending upon changing industry dynamics in coming years. The report will help industry consultants, dairy farms, government association, dairy co-operatives, India dairy processing companies and other manufacturers to align their market centric strategies according to ongoing and expected trends in the future. The report provides the investment model i.e. return on investment, payback period and capital expenditure required to set up and run the dairy products processing companies involved in ice-cream, cheese and butter. The publication also provides the profit margin and value chain analysis of dairy processing companies involved in the business segments of ice-cream, milk powder, cheese, butter, cottage cheese, yoghurt, flavored milk and probiotic dairy products industry.

Dairy Food Market in the India, which is driven by rise in consumption levels, higher share of value added dairy products and rising scope for branded players registered revenues of India ~ billion in FY’2010. With the advent of new multinational players in the industry, the revenues increased by 15.1% compared to FY’2011 where the total revenues reached INR ~ billion. Each segment in the Dairy Food Market is subject to a gamut of different factors such as input prices and number of units sold that play an important role in determining their respective revenues. The Dairy Food Market in the India has grown at a CAGR of 14.5% from India INR ~ billion in FY’2009 to INR ~ billion in FY’2014.

The India Dairy Food market is comprised of various national and multinational players that specialize in developing various value added dairy products. Market revenues of Amul have increased noticeably from INR



~ billion in FY'2009 to INR ~ billion in FY'2014 which makes it the largest player in the India Dairy Products Market. Mother Dairy was the second largest brand of Dairy products in FY'2014. Hatsun Agro generated revenues of INR ~ billion through Ice Cream and value added milk products.

Three main competitors in the Dairy Food products market in the India are Amul, Mother Dairy and Hatsun Ago. Mother Dairy sold ~ million value added milk products in FY'2014 followed by Parag (Gowardhan) selling ~ million units of milk products and Hatsun Agro with ~ million units of Ice Cream. Since FY'2010, Amul Yogurt has prevailed to be the bestselling dairy product, majorly due to price cuts, strong sales of Amul Milk.

The market for dairy products in the India is changing at a brisk rate. Technological advancements and product differentiation across ages as well as competitive pressures have been significantly changing the market. Revenues from the Dairy Food Market in the India are expected to expand to INR ~ million in FY'2019, growing with a CAGR of ~% from FY'2014 to FY'2019.

(Source: <https://www.kenresearch.com/food-beverage-and-tobacco/dairy-products/india-dairy-products-market-research-report/646-11.html>)

*This space has been left blank intentionally.*



## OUR BUSINESS

*Our company was originally formed as Partnership Firm in the name and style of “M/s Ramsons” through partnership deed dated November 12, 2004. Subsequently the constitution of partnership firm was changed through partnership deed dated April 01, 2005, April 01, 2007, April 01, 2010 and February 01, 2019. Further, the Partnership Firm was converted into Public Limited Company “Ramsons Food Products Limited” on May 08, 2019 under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U51900DL2019PLC349813.*

### OUR PRIMARY BUSINESS

With our promoter’s experience of over fifteen years in the sphere of trading of Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream, we understand effective market trends and demand, which has enabled us to cater various industries such as Fast-Moving Consumer Goods (FMCG) industries, other traders, retailers and industries which has aforesaid products as their ingredients for final product. Dedicated employees forming the part of our Company, we have grown from strength to strength under the dynamic leadership of our promoters and directors. The combined experience has propelled our Company to source and cater to the specific needs of various customers.

The Company is in business of trading of Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items used in various edible products.

We work as a crucial business interface, networking between manufacturers / processors and consumers / traders across the country. We pursue business based on quality contacts, information and service. We operate as an important intermediary in the Dairy Products Supply Chain whereby we purchase materials such as Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items from various suppliers and supply the same to customers in the dairy business or food processing business. Our Company’s business model is based on B2B model wherein we sell the aforesaid products to the business enterprises that further transform or use the same into their finished product as per their requirements.

Our Product Portfolio offers a diversified product range which includes variety of grades, quality, packaging sizes and standards of Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items according to customer specifications. We have been conscious in addressing environmental and safety concerns and our stocking facilities.

### PLACE OF BUSINESS OF THE COMPANY

The Company is in the business of trading of all types Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items. We operate our business from our Registered Office, Branch Offices and Warehouses. For detailed information of our places of business please refer “Land & Properties” in section “Our Business” on page no. 93 of this Draft Prospectus.

## OUR PRODUCT LINE

Our product range covers various range and qualities of Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items used in various edible products. Submitted below is our product portfolio and details of same:

Products	Photo	About
Clarified Butter (Ghee)		Clarified butter is milk fat rendered from butter to separate the milk solids and water from the butterfat. Typically, it is produced by melting butter and allowing the components to separate by density.
Skimmed milk powder,		Skim Milk Powder (SMP) is the product resulting from the partial removal of fat and water from pasteurized milk. The fat and/or protein content of the milk may have been adjusted, only to comply with the compositional requirements below, by the addition and/or withdrawal of milk constituents in such a way as not to alter the whey protein to casein ratio of the milk being adjusted.
Non-fat dry milk Powder		Non-fat dry milk and skimmed milk powder are very similar but are defined by two different sets of regulations and authorities. Both are obtained by removing water from pasteurized skim milk. Both contain 5% or less moisture (by weight) and 1.5% or less milk fat (by weight). The difference is that skimmed milk powder has a minimum milk protein content of 34%, whereas non-fat dry milk has no standardized protein level.
Whey Powder,		Because of its amino-acid composition, Whey Protein, a key constituent in Whey, is among the most valuable of dietary proteins. Whey Powder is a good source of nutritionally balanced Whey and Lactose. Low mineral content, versatile functionality are some of its key features. It is also known for its usage in the production of baby food, because of its high quality protein and active peptide content.
Edible Oil,		Edible oils are most often plant-based oils, which are similar, if not the same as those produced by the industrial biotech industry for use as bio fuels such as biodiesel, for use in cosmetics, and in other everyday biotech products. Edible oils may be solid or liquid at room temperature.

Milk,		Milk is pasteurized to remove the bacteria and other harmful particles found in conventionally produced milk.
Butter		Butter is a dairy product with high butterfat content which is solid when chilled and at room temperature in some regions, and liquid when warmed. It is made by churning fresh or fermented cream or milk to separate the butterfat from the buttermilk.
Cream		Cream is a dairy product composed of the higher-butterfat layer skimmed from the top of milk before homogenization.

***End User to our above mentioned products***

*We trade our products to manufacturers who use our product line as ingredient to their final product. Our customer base also includes other traders and retailers who further sell the same to their customer base.*

**OUR STRENGTHS**

***Experienced management and a well trained employee base***

Our management and employee team combines expertise and experience to outline plans for the future development of the Company. Mr. Ashok Gupta, Mr. Pardeep Kumar Gupta and Mr. Bhushan Gupta, our Promoters and Directors have significant industry experience and has been instrumental in the consistent growth of our company. The promoters are supported by an experienced team who knows in and out of the Company's business. We believe that the knowledge and experience of our promoter and management enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

***Existing client relationship***

We believe in constantly addressing the customer needs for variety of our products. Our existing client relationships help us to get repeated business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy. We have a strong existing client relationship which generates multiple repeated orders. We believe that our existing relationship



with our clients represents a competitive advantage in achieving stable growth, gaining new clients and increasing our business.

### ***Quality Assurance and Standards***

Our Company believes in maintaining the highest quality for our product offerings. We are dedicated towards quality of our products. We adhere to quality standards as prescribed by our customers. We generate repetitive orders from our buyers, as we are capable of meeting their quality standards, which enables us to maintain and enhance our brand image in the market.

### ***Expertise and vast industry experience***

Our Promoters are experienced in our line of business. Also our company feels that the strength of any successful organization lies in the experience and guidance of its team leaders and staff alike. A lot of care is taken in choosing the right people for the right job and creating a strong employee base.

### ***Innovative Ideas***

Our Company is focusing on expanding our existing range of products in line and with this vision our strategy is to add new products to the existing product range and come out with new business ideas.

## **PLANT & MACHINERY**

We are not into manufacturing of any type of goods and only do trading of Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items used in various edible products, therefore our Company does not own any plant and machinery/equipments. Being a trader of dairy products, which are perishable and requires cold storage, we need cold storage facilities to store some of our goods. The Company does not have its own cold storage facilities and avail the same form service providers on contract basis.

## **COLLABORATIONS**

We have not entered into any technical or other collaboration.

## **RAW MATERIAL**

Our Company does not carry any manufacturing activity and only operates in trading business. Therefore no Raw Material is required to be procured for our business operations. But as a trader the Company does procure from various suppliers the stock of the products in which it trades, for further details of our products please refer “Our Product” on page no 87 of this Draft Prospectus.

## **INFRASTRUCTURE FACILITIES**

Our Company operates from its Registered Office, Branch Offices, Warehouses and Cold Storages. Being a trader of dairy products, which are perishable and requires cold storage, we need cold storage facilities to store some of our goods. The Company does not have its own cold storage facilities and avail the same form service providers on contract basis. For more details of same please refer “Land & Properties” on page 96 of this



Draft Prospectus. All these places of business operations are facilitated with electricity and water facilities as available from government authorities and power backup arrangement has also been installed.

## HUMAN RESOURCE

Our team, committed to offer and supply quality Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter and Cream, is managed by highly experienced professionals who possess sound experience of our industry and undertake all assignments to carry out on time. Our employees are not members of any unions and we have not entered into any collective bargaining agreements with them. We have not experienced any work stoppages or action by or with our employees and we consider our relationship with our employees to be good. Submitted below is Department Wise Break-Up of our Human Resource:

Department	Number of Employees
Finance & Accounts	3
Material Handling	3
Logistics	2
Administration	2
Sales & Marketing	4
Company Secretary & Compliance Officer	1
Other	1

## FINANCIAL ACHIEVEMENTS OF THE COMPANY

Amount in Rs. Lakhs

Particulars	As on March 31 <sup>st</sup>		
	2019	2018	2017
Share Capital	758.03	661.10	607.34
Reserves & Surplus	-	-	-
Net Worth	758.03	661.10	607.34
Total Income	127,300.78	96,542.77	56,322.63
PAT	466.09	178.33	91.77

## CAPACITY UTILISATION

#	Description	Storage Capacity (Tonne)	Utilized Capacity (Tonne)	% of Utilization
1	Warehouse 1	150	52	34.67
2	Warehouse 2	120	7	5.83
3	Warehouse 3	900	850	94.44
4	Warehouse 4	1750	1682	96.11
5	Warehouse 5	240	240	100.00
6	Warehouse 6	300	296	98.67
7	Warehouse 7	406	406	100.00
8	Warehouse 8	350	337	96.29
9	Warehouse 9	180	180	100.00
10	Warehouse 10	180	175	97.22
11	Warehouse 11	170	170	100.00
12	Warehouse 12	280	280	100.00
13	Warehouse 13	180	65	36.11



## PRODUCT WISE REVENUE BREAKUP

(Rupees in Lakh)

Particulars	2019	%	2018	%	2017	%
Butter	39515.17	31.05	17420.60	18.08	6489.05	11.55
Clarified Butter	29784.52	23.41	32146.61	33.36	24038.65	42.78
Milk	6518.42	5.12	13565.41	14.08	1336.68	2.38
Milk Powder	2492.87	1.96	1060.00	1.10	1339.20	2.38
SMP	48933.13	38.46	28746.67	29.83	21633.01	38.50
Added Sugar	0.00	0.00	0.00	0.00	0.00	0.00
Other Dairy Product	0.00	0.00	3117.67	3.24	646.14	1.15
Cream	0.00	0.00	0.00	0.00	7.37	0.01
Edible Oil	0.00	0.00	312.58	0.32	703.25	1.25
<b>Total</b>	<b>127244.11</b>	<b>100.00</b>	<b>96369.54</b>	<b>100.00</b>	<b>56193.35</b>	<b>100.00</b>

## GEOGRAPHICAL BREAKUP

(Rupees in Lakh)

State	2019	%	2018	%	2017	%
Andhra Pradesh	745.13	0.59	249.57	0.26	0.00	0.00
Assam	178.71	0.14	8.61	0.01	18.02	0.03
Bihar	3365.79	2.65	2009.49	2.09	0.00	0.00
Chandigarh	43.55	0.03	2436.86	2.53	6511.66	11.59
Chhattisgarh	0.00	0.00	0.00	0.00	0.00	0.00
Daman & Due	1791.43	1.41	2899.90	3.01	0.00	0.00
Delhi	10364.34	8.15	13344.96	13.85	3352.80	5.97
Gujarat	1086.90	0.85	5355.62	5.56	1531.78	2.73
Haryana	27161.07	21.35	14969.11	15.53	11643.93	20.72
Himachal Pradesh	0.00	0.00	3.91	0.00	9.53	0.02
Jammu & Kashmir	944.36	0.74	44.27	0.05	2.43	0.00
Jharkhand	724.36	0.57	257.59	0.27	0.00	0.00
Karnataka	567.27	0.45	529.12	0.55	358.26	0.64
Madhya Pradesh	4267.03	3.35	655.05	0.68	349.89	0.62
Maharashtra	6093.24	4.79	3499.34	3.63	1866.55	3.32
Punjab	26456.12	20.79	14896.13	15.46	11048.51	19.66
Rajasthan	6008.93	4.72	2792.48	2.90	4961.81	8.83
Tamil Nadu	1328.03	1.04	783.52	0.81	0.00	0.00
Telangana	0.00	0.00	1307.03	1.36	1854.46	3.30
Uttarakhand	307.84	0.24	325.83	0.34	700.33	1.25
Uttar Pradesh	33951.63	26.68	29298.40	30.40	11983.39	21.33
West Bengal	1858.38	1.46	702.75	0.73	0.00	0.00
<b>Total</b>	<b>127244.11</b>	<b>100.00</b>	<b>96369.54</b>	<b>100.00</b>	<b>56193.35</b>	<b>100.00</b>

## COMPETITION

The industry in which we operate is unorganized and fragmented with many small and medium-sized companies. We compete with other traders on the basis of service quality, price and reliability. We believe that the scale and scope of our operations allow us to meet our customers' requirements better than the smaller traders. Due to industry's fragmented nature, there is no authentic data available to our Company on total industry size and markets share of our Company vis-a-vis the competitors.



## OUR BUSINESS STRATEGY

We intend to continue to provide high quality products to our clients and grow our business by leveraging our strengths and implementing the following strategies:

- **Enhance customer base by entering new geographies**

We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the distribution reach of our products. Enhancing our presence in additional regions will enable us to reach out to a larger market. Further, our Company believes in maintaining long term relationships with our customers. We aim to achieve this by maintaining the high quality, timely delivery, competitive pricing and reliability of our products.

- **Leveraging our Market skills and Relationships**

This is a continuous process in our organization. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by increasing the product & geographical base, maintaining our client relationship and renewing our relationship with existing buyers.

- **Focus on quality**

Our Company intends to focus on adhering to the quality of our offerings. This is necessary so as to make sure that we maintain the high quality standards for our offerings and get repeat orders from our customers. This will also aid us in enhancing our brand value and further increase the business.

## MARKETING

We have some reputed companies in this industry as our customers. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of such customers. We have spread our presence to domestic markets with large sales potential, low infrastructure costs and the availability of professional expertise. We have experienced & skill management team to motivate the sub-ordinates & staff to step towards their achievements & organizational goals. With their efficient management skills & co-ordination with sub-ordinate, they are always working as a catalyst to encourage the entire team for the development & nourishment of the organization.

## INSURANCE

We maintain insurance for standard fire and special perils policy, which provides insurance cover against loss or damage by fire, earthquake, explosion, burglary, theft and robbery, which we believe is in accordance with customary industry practices. Submitted below are the insurance policies taken by us:



#	Name of the Insurance Company	Type of Policy	Validity Period	Policy No.
1.	United India Insurance Company Limited	Standard Fire & Special Perils Policy	December 13, 2019	2504001118P111916129
2.	United India Insurance Company Limited	Burglary Policy	December 13, 2019	2504001218P111915800
3.	United India Insurance Company Limited	Marine Cargo Open Policy	November 12, 2019	2504002118P110509230

*Note: The aforesaid insurance policies are in the name of M/s Ramsons Partnership Firm and the Company is in the process of revising the same in the name of the Company.*

## LAND & PROPERTIES

The following table sets for the properties owned by us:

#	Description	Location	Status
1	Registered Office	321, Khajoor Road, Karol Bagh, New Delhi-110005	Rented
2	Branch Office 1	1588, Malerana Road, Near Punjabi Dharamshala, Adrash Nagar, Faridabad, Haryana, 121004	Rented
3	Branch Office 2	G.F. C-188, Sector 108, Gautam Budh Nagar , Noida Up	Rented
4	Warehouse 1	A 828, Near Hanuman Mandir, Shastri Nagar, Delhi - 110052	Rented
5	Warehouse 2	A 874, Near Hanuman Mandir, Shastri Nagar, Delhi - 110052	Rented
6	Warehouse 3	Khasra No. 136,137, Godown No. 01, Gali No. 08, Siraspur, Delhi-110042	Rented
7	Warehouse 4	Khasra No. 35,36, Gurudwara Road, Kuber Wali Gali Siraspur, Delhi - 110042	Rented
8	Warehouse 5	Khasra No. 36/37, Godown No. 1, Lal Godown, Street No. 15, Siraspur, Delhi-42	Rented
9	Warehouse 6	Khasra No. 61, Godown No. 01 Gali No. 14, Siraspur, Delhi -110042	Rented
10	Warehouse 7	Khasra No. 61, Godown No. 04, Siraspur , New Delhi-110042	Rented
11	Warehouse 8	Khasra No. 61, Godown No. 05, Siraspur , New Delhi-110042	Rented
12	Warehouse 9	Khasra No. 698, Siraspur, Delhi-110042	Rented
13	Warehouse 10	Khasra No. 721, Godown No. 6, Siraspur, Delhi - 110042	Rented
14	Warehouse 11	Khasra No. 721/726, Godown No. 02, Village Siraspur, Delhi-110042	Rented
15	Warehouse 12	Khasra No. 726, Godown No. 05, Siraspur , New Delhi-110042	Rented
16	Warehouse 13	A 829, Ground Floor, Shastri Nagar, Delhi - 110052	Rented



## INTELLECTUAL PROPERTY

Our Company has not applied for any intellectual property registration under the Trade Mark Act 1999 and Trade Mark Rules 2003 in the name of the Company or M/s Ramsons (Partnership Firm). Although the Company is in the process of applying for Trade Mark Registration of our logo.

S. No	Logo	Date of Application	Application no.	Class	Status
1.		-	-	-	-

*This space has been left blank intentionally.*



## **KEY REGULATIONS AND POLICIES**

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on 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. For details of government approvals obtained by us, see the chapter titled “Government and Other Approvals” beginning on page 185 of this Draft Prospectus.

### **RELATED TO OUR BUSINESS**

#### **THE FOOD SAFETY AND STANDARDS ACT, 2006 (THE “FSSA”)**

The FSSA was enacted with a view to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India (“FSSAI”) for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. The FSSA also sets out requirements for licensing and registering food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by ‘Food Safety Appellate Tribunal’.

In exercise of powers under the FSSA, the FSSAI has also framed the Food Safety and Standards Rules, 2011 (the “FSSR”). The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR sets out the enforcement structure of ‘commissioner of food safety’, ‘the food safety officer’ and ‘the food analyst’ and procedures of taking extracts, seizure, sampling and analysis. The FSSA also lays down penalties for various offences (including recall procedures).

#### **LEGAL METROLOGY ACT, 2009 (THE “LEGAL METROLOGY ACT”) AND LEGAL METROLOGY (PACKAGED COMMODITIES) RULES, 2011 (THE “PACKAGED COMMODITIES RULES”)**

The Legal Metrology Act has been in force since April 1, 2011 and replaces the Standards of Weights and Measures Act, 1976. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The key features of the Legal Metrology Act are (a) appointment of Government approved test centers for verification of weights and measures; (b) allowing the companies to nominate a person who will be held responsible for breach of provisions under the Legal Metrology Act; (c) requirement of licenses for companies in order to manufacture and sell products; and (d) stringent punishment for violation of provisions.



In exercise of powers under the Legal Metrology Act, the Packaged Commodities Rules were framed. The Packaged Commodities Rules lays down specific provisions applicable to packages intended for retail sale and whole sale. A “pre-packaged commodity” is defined as a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. As per the Packaged Commodities Rules, it is illegal to manufacture, pack, sell, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed. No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the Packaged Commodity Rules.

### **BUREAU OF INDIAN STANDARDS ACT, 1986 (THE “BIS ACT”)**

The BIS Act provides for the establishment of a bureau for the standardisation, marking and quality certification of goods. The BIS Act provides for the functions of the bureau which includes, among others (a) recognize as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specify 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; and (c) make such inspection and take 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**

India has extensive labour related legislations. Certain other laws and regulations that may be applicable to our Company in India include the following which is an indicative list of labour laws applicable to the business and operations of Indian companies engaged in manufacturing activities:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Employees’ Compensation Act, 1923;
- Workmen's Compensation Act, 1923;
- Employees (Provident Fund and Miscellaneous Provisions) Act, 1952;
- Employees’ State Insurance Act, 1948;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act, 1986
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Apprentices Act, 1961;
- Weekly Holidays Act, 1942
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976;
- Public Liability Insurance Act, 1991;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979



### **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:

- i. where the investment in plant and machinery does not exceed twenty-five Lakh rupees shall be regarded as a micro enterprise;
- ii. 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;
- iii. 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 MSMED act provides for appointment and establishment of National Board by the Central Government for MSME enterprise with its head office at Delhi. The Central Government may from time to time for the purpose of promotion and development of the MSME and to enhance the competitiveness in the sector organise such programmes, guidelines or instructions, as it may deem fit. In case of any offences under this act, no court inferior to that of Metropolitan Magistrate or Chief Metropolitan Magistrate shall try the offence under this act.

### **THE INDUSTRIES (DEVELOPMENT AND REGULATION) ACT, 1951.**

The Industries (Development and Regulation) Act, 1951 (“Industries Regulation Act”) is an act which governs the development and regulation of industries in India. The main objectives of the Industries Regulation Act is to empower the Government:- (i) to take necessary steps for the development of industries; (ii) to regulate the pattern and direction of industrial development; (iii) to control the activities, performance and results of industrial undertakings in the public interest. The Industries Regulation Act applies to the 'Scheduled Industries' listed in the First Schedule of the Act. However, small scale industrial undertakings and ancillary units are exempted from the provisions of the Industries Regulation Act.

The Industries Regulation Act is administered by the Ministry of Industries & Commerce through its Department of Industrial Policy & Promotion (“DIPP”). The DIPP is responsible for formulation and



implementation of promotional and developmental measures for growth of the industrial sector. It monitors the industrial growth and production, in general, and selected industrial sectors. Certain categories of industries require industrial licensing under the Industries Regulation Act. Such industries have to file an Industrial Entrepreneur Memoranda (“IEM”) with the Secretariat of Industrial Assistance (SIA), Department of Industrial Policy and Promotion to obtain an acknowledgement.

### **SEXUAL HARASSMENT AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013, (the “SHWPPR Act”) aims to provide women protection against sexual harassment at the workplace and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines ‘sexual harassment’ to include any unwelcome sexually determined behaviour (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an ‘internal complaints committee’ at each office or branch, of an organization employing at least 10 employees. The government in turn is required to set up a ‘local complaint committee’ at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

### **THE APPRENTICES ACT, 1961**

The Apprentices Act, 1961, as amended (the “Apprentices Act”) regulates and controls the programme of training of apprentices and matters connected therewith. The term ‘apprentice’ means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. ‘Apprenticeship training’ means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

### **THE EMPLOYEES PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952 (“EMPLOYEES PROVIDENT FUND AND MISCELLANEOUS PROVISIONS ACT”)**

The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 is a social welfare legislation to provide for the institution of Provident Fund, Pension Fund and Deposit Linked Insurance Fund for employees working in factories and other establishments. The Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The Act is administered by the Government of India through the Employees’ Provident Fund Organisation (EPFO). The following three schemes have been framed under the Act by the Central Government:

- (a) The Employees’ Provident Fund Schemes, 1952;
- (b) The Employees’ Pension Scheme, 1995; and
- (c) The Employees’ Deposit-Linked Insurance Scheme; 1976.

The Central Government has been constituted Employees’ Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees’ Provident Funds and Miscellaneous Provisions Act, 1952.



### **THE EMPLOYEES' STATE INSURANCE ACT, 1948**

The Employees' State Insurance Act, 1948, as amended (“**ESI Act**”) applies to all factories that are non seasonal in nature and establishments that are notified by the appropriate government in consultation with the Central Government from time to time. The ESI Act provides for a need based social insurance scheme under which the employer and the employee must contribute certain percentage of the monthly wage as prescribed by the Central Government from time to time to the Employees State Insurance Corporation established under the ESI Act. In case the contribution is not paid by the principal employer as per the provisions of the ESI Act, the principal employer shall be liable to pay simple interest at the rate of 12 % p.a or at such higher rate as may be specified in the ESI Act and the rules there under till the date of its actual payment. The ESI Act provides for benefits to employees in case of sickness, maternity and employment injury. However, where an employee is covered under the ESI scheme, (a) compensation under the Workmen's Compensation Act, 1923 cannot be claimed in respect of employment injury; and (b) benefits under the Maternity Benefits Act, 1961 cannot be claimed. In addition, the employer is also required to register himself under the ESI Act and maintain prescribed records and registers in addition to filing of forms with the concerned authorities.

### **THE EMPLOYEES COMPENSATION ACT, 1923**

The Employees Compensation Act, 1923 (“**EC Act**”), provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

### **THE EQUAL REMUNERATION ACT, 1976**

The Equal Remuneration Act, 1976, as amended (“**ER Act**”) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

### **THE MATERNITY BENEFIT ACT, 1961**

The Maternity Benefit Act, 1961, as amended (“**Maternity Benefit Act**”) regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

### **THE PAYMENT OF BONUS ACT, 1965**

The Payment of Bonus Act, 1965 as amended (the “**Payment of Bonus Act**”) was enacted to provide for the payment of bonus to persons employed in establishments where 20 or more persons are employed on any day



during an accounting year. The Payment of Bonus Act ensures that a minimum annual bonus is payable to every employee regardless of whether the employer any allocable surplus in the accounting year in which the bonus is payable. Under the Payment of Bonus Act, every employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or Rs.100, whichever is higher. Contravention of the provisions of the Payment of Bonus Act by a company is punishable with imprisonment for a term of up to six months or a fine of up to Rs. 1,000 or both, against persons in charge of, and responsible to the company for the conduct of the business of the company at the time of contravention, as well as the company.

### **THE PAYMENT OF GRATUITY ACT, 1972**

The Payment of Gratuity Act, 1972 as amended (the “Payment of Gratuity Act”) provides for payment of gratuity to an employee at the time of termination of services. Payment of 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 12 months; and as the Central Government may, by notification, specify. Gratuity under the Payment of Gratuity Act, is payable to an employee after he has rendered his services for a period not less than five years: (a) on his / her superannuation; (b) on his / her retirement or resignation; or (c) on his / her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply). Under the Payment of Gratuity Act, the maximum gratuity payable may not exceed Rs.1,000,000.

### **THE PAYMENT OF WAGES ACT, 1936**

The Payment of Wages Act, 1936 as amended (the “Payment of Wages Act”) has been enacted to regulate the payment of wages in a particular form at regular intervals without unauthorized deductions and to ensure a speedy and effective remedy to employees against illegal deductions and / or unjustified delay caused in paying wages. It applies to the persons employed in a factory, industrial or other establishment, whether directly or indirectly, through a sub-contractor and provides for the imposition of fines and deductions and lays down wage periods.

## **TAXATION LAWS**

### **INCOME-TAX ACT, 1961**

The government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

### **PROFESSION TAX**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains invocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts 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 and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

## **INTELLECTUAL PROPERTY LAWS**

### **TRADEMARKS ACT, 1999 (TM Act)**

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

### **COPYRIGHTS ACT, 1957 (Copyright)**

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

### **PATENTS ACT, 1970 (Patent Act)**

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

### **THE INFORMATION TECHNOLOGY (“IT”) ACT, 2000**

This Act aims to provide the legal infrastructure for e-commerce in India. And the cyber laws have a major impact for e-businesses and the new economy in India. So, it is important to understand what are the various perspectives of the IT Act, 2000 and what it offers. The Information Technology Act, 2000 also aims to



provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability.

## **PROPERTY RELATED LAWS**

### **TRANSFER OF PROPERTY ACT, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by the operation of law, is governed by the Transfer of Property Act, 1882 (“T.P. Act”). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

### **THE INDIAN STAMP ACT, 1899**

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the “Stamp Act”) provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

## **IN GENERAL**

### **THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013**

The consolidation and amendment in law relating to the Companies Act, 1956 made way to enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The provisions of this act shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act.

### **FOREIGN EXCHANGE MANAGEMENT ACT, 1999**

The Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the



Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

### **THE COMPETITION ACT, 2002**

The Competition Act, 2002 (the “Competition Act”) prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### **CONSUMER PROTECTION ACT, 1986 (COPRA)**

The Consumer Protection Act, 1986 (“COPRA”) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

### **THE INDIAN CONTRACT ACT, 1872 (“CONTRACT ACT”)**

The Contract Act 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

### **INDUSTRIAL DISPUTES ACT, 1947 (“ID ACT”) AND INDUSTRIAL DISPUTE (CENTRAL) RULES, 1957**

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial



employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lockouts, closures, lay-offs and retrenchment.

### **FINANCE ACT, 2018**

The Finance Act, 2018 received the assent of the President on 29th March, 2018 and came into force on April 1, 2018 to give effect to the financial proposals of the Central Government for the financial year 2018-2019. The Finance Act contains necessary amendments in the direct taxes (e.g. income tax and wealth tax) and indirect taxes (e.g. excise duties, custom duties and service tax) signifying the policy decisions of the Union Government for the year 2018-2019.

### **GOODS AND SERVICES TAX**

The Constitution (One Hundred and First Amendment) Act, 2016 which received presidential assent on September 8, 2016 paved the way for introduction of goods and services tax (“**GST**”) by making provisions with respect to goods and services tax. Accordingly, the following GST acts have been enacted:

- Central Goods and Services Tax Act, 2017
- Integrated Goods and Services Tax Act, 2017
- Union Territory Goods and Services Tax Act, 2017, and
- Goods and Services Tax (Compensation to States) Act, 2017.

### **TAXES ON PROFESSIONS, TRADES, CALLINGS AND EMPLOYMENTS**

Every person engaged in any profession, trade, callings and employment is liable to pay tax at the rate prescribed by the respective state government. It is considered necessary to levy tax on profession, trade callings and employment in order to augment state revenues. Every state is empowered by the Constitution of India to make laws relating to levy of taxes on professions, trades, callings and employments that shall serve as the governing provisions in that state.

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## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### HISTORY OF OUR COMPANY

Our company was originally formed as Partnership Firm in the name and style of “M/s Ramsons” through partnership deed dated November 12, 2004. Subsequently the constitution of partnership firm was changed through partnership deed dated April 01, 2005, April 01, 2007, April 01, 2010 and February 01, 2019. Further, the Partnership Firm was converted into Public Limited Company “Ramsons Food Products Limited” on May 08, 2019 under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U51900DL2019PLC349813. With our promoter’s experience of over 15 years in the sphere of trading of Clarified Butter (Ghee), Skimmed milk powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream, we understand effective market trends and demand, which has enabled us to cater various industries such as Fast-Moving Consumer Goods (FMCG) industries, other traders, retailers and industries which has aforesaid products as their ingredients for final product. Dedicated employees forming the part of our Company, we have grown from strength to strength under the dynamic leadership of our promoters and directors. The combined experience has propelled our Company to source and cater to the specific needs of various customers. The Company is in business of trading of Ghee, Skimmed milk powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items used in various edible products.

### CHANGES IN OUR REGISTERED OFFICE

Registered Office of the Company is presently situated at 321, Khajoor Road, Karol Bagh, New Delhi - 110005. The Registered office of our Company has been changed since incorporation, details of which are given hereunder:

Date of Change	From	To
June 19, 2019	510, Joshi Road, Karol Bagh, New Delhi -110005	321, Khajoor Road, Karol Bagh, New Delhi -110005

### MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

*To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers or traders in all kinds of milk products, including, Milk, Dahi, Cheese, Butter, Paneer, Skimmed Milk Powder, Desi Ghee, Ice creams, Baby foods, Instant foods and all other dairy products and any by-products or co-products thereof and to carry on the business and setting up of Dairy Farms, Milk Processing Plants, Food Processing Plants, Cold Storage Plants, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.*

### AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been no amendment made to the MoA of our Company.



## **KEY EVENTS AND MILESTONES:**

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

<b>Year</b>	<b>Event</b>
2019	Our Partnership Firm i.e. M/s Ramsons has been converted in to Public Company i.e. Ramsons Food Products Limited.

## **DETAILS OF BUSINESS OF OUR COMPANY**

For details on the description of our company's activity, business model, marketing strategy, strength, completion of business, please see "Our Business", "Management Discussion and Analysis of Financial Conditions" and "Basis For Issue Price" on page 86, 169 and 68 respectively.

## **HOLDING COMPANY OF OUR COMPANY**

Our Company does not have any Holding Companies as on the date of filing of this Draft Prospectus.

## **SUBSIDIARY COMPANY OF OUR COMPANY**

Our Company has no Subsidiary Company as on the date of filing of this Draft Prospectus.

## **OTHER DECLARATIONS AND DISCLOSURES**

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

## **FUND RAISING THROUGH EQUITY OR DEBT:**

For details in relation to our fund raising activities through equity and debt, please refer to the chapters titled 'Capital Structure' and Annexure 6 of Restated Financial Statements of the Company beginning on page number 48 and 153, respectively, of this Draft Prospectus.

## **REVALUATION OF ASSETS:**

Our Company has not re-valued its assets since its incorporation.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Other than as stated in this Draft Prospectus, there has been no change in the activities being carried out by our Company during the preceding five years from the date of this Draft Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of



agencies or markets and similar factors.

#### **INJUNCTIONS OR RESTRAINING ORDERS:**

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

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

#### **STRIKES AND LOCK-OUTS:**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Draft Prospectus, our employees are not unionized.

#### **TIME AND COST OVERRUNS IN SETTING UP PROJECTS:**

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

#### **SHAREHOLDERS' AGREEMENT**

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Prospectus.

#### **OTHER AGREEMENTS**

As on the date of this Draft Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Draft Prospectus.

#### **STRATEGIC PARTNERS**

Our Company does not have any strategic partner(s) as on the date of this Draft Prospectus.

#### **FINANCIAL PARTNERS**

As on the date of this Draft Prospectus, our Company does not have any financial partners.

#### **DETAILS REGARDING ACQUISITION OF BUSINESS / UNDERTAKING MERGERS, AMALGAMATION, REVALUTAION OF ASSETS ETC.**

There is no Merger, Amalgamation etc. with respect to our Company and we have not acquired a business undertaking in last five years.



## **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has 7 (seven) shareholders as on date of the Draft Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled “Capital Structure” beginning on page 48 of this Draft Prospectus.

## **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled “Our Business” and “Our History and certain corporate matters” on page 86 and 105 respectively of this Draft Prospectus.

## **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous five financial years, including details of non- recurring items of income, refer to section titled “Financial Statements” beginning on page 143 of this Draft Prospectus.

## **COLLABORATION AGREEMENT**

As on the date of this Draft Prospectus, Our Company is not party to any collaboration agreement.

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## OUR MANAGEMENT

### BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013.

As on date of this Draft Prospectus, our Board consist of 6 (Six) Directors. Mr. Ashok Gupta is the Chairman & Whole Time Director of our Company. The Board consists 3 (Three) Executive Directors and 3 (Three) Non-Executive out of which two are Independent Directors.

S.N	Name	DIN	Category	Designation
1.	Ashok Gupta	00103721	Executive	Chairperson & Whole Time Director
2.	Pardeep Kumar Gupta	00103759	Executive	Whole Time Director
3.	Bhushan Gupta	00103781	Executive	Whole Time Director
4.	Sandhya Gupta	01793287	Non Executive	Non - Independent Director
5.	Vishal Jain	08473754	Non Executive	Independent Director
6.	Prabhat Kumar Jain	08474495	Non Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Prospectus:

#	Particulars	Details
1	Name	Ashok Gupta
	Father's Name	Sri Krishan Gupta
	Address	55, Dayanand Vihar, Karkardooma New Delhi -110092
	Age	54 years
	Designation	Chairperson and Whole Time Director
	Status	Executive
	DIN	00103721
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Commerce
	No. of Years of Experience	15 years
	Date of Appointment (DOA) & Term	DOA: 08/05/2019 Term: 5 Years (Up to 07/05/2024)
	Directorship in other Companies	Nagina Food Private Limited Ramsons Dairy Limited
2	Name	Pardeep Kumar Gupta
	Father's Name	Ram Avtar Gupta
	Address	4/8, I Floor, East Patel Nagar, Patel Nagar SO, New Delhi-8
	Age	56 years
	Designation	Whole Time Director
	Status	Executive
	DIN	00103759



	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Commerce
	No. of Years of Experience	15 years
	Date of Appointment (DOA) & Term	DOA: 08/05/2019 Term: 5 Years (Up to 07/05/2024)
	Directorship in other Companies	Nagina Food Private Limited Ramsons Dairy Limited
3	Name	Bhushan Gupta
	Father's Name	Ram Avtar Gupta
	Address	4/8, I Floor, East Patel Nagar, Patel Nagar SO, New Delhi-8
	Age	45 years
	Designation	Whole Time Director
	Status	Executive
	DIN	00103781
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Commerce
	No. of Years of Experience	15 years
	Date of Appointment (DOA) & Term	DOA: 08/05/2019 Term: 5 Years (Up to 07/05/2024)
	Directorship in other Companies	Nagina Food Private Limited Ramsons Dairy Limited Anandita Foods Private Limited
4	Name	Sandhya Gupta
	Father's Name	Rakesh Kumar Gupta
	Address	4/8, I Floor, East Patel Nagar, Patel Nagar SO, New Delhi-8
	Age	42 years
	Designation	Non-Independent Director
	Status	Non - Executive
	DIN	01793287
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Commerce
	No. of Years of Experience	10 years
	Date of Appointment (DOA) & Term	DOA: 08/05/2019 Term: Liable to retire by rotation
	Directorship in other Companies	Nagina Food Private Limited Anandita Foods Private Limited
5	Name	Vishal Jain
	Father's Name	Naresh Chandra Jain
	Address	H. No. B 19, Gagan Enclave, Amrit Nagar, Ghaziabad, Uttar Pradesh -201001
	Age	33 years
	Designation	Independent Director
	Status	Non-Executive



	DIN	08473754
	Occupation	Business
	Nationality	Indian
	Qualification	Masters in Commerce
	No. of Years of Experience	5 years
	Date of Appointment (DOA) & Term	DOA : 07/06/2019 Term : 5 Years (Up to 06/06/2024)
	Directorship in other Companies	NIL
6	Name	Prabhat Kumar Jain
	Father's Name	Shri Bankey Lal Jain
	Address	160, 3 <sup>rd</sup> Floor Jivan Nagar, Ashram, Delhi - 110014
	Age	51 Years
	Designation	Independent Director
	Status	Non-Executive
	DIN	08474495
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Arts
	No. of Years of Experience	12 years
	Date of Appointment (DOA) & Term	DOA : 07/06/2019 Term : 5 Years (Up to 06/06/2024)
	Directorship in other Companies	NIL

#### **BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY**

**Mr. Ashok Gupta**, aged 54 years, is Promoter, Chairman and Whole Time Director of our Company. He is a Bachelor of Commerce from Hindu College, Delhi University. He has more than 30 years of experience in our industry. He has vast and deep experience in the field of various products in which we trade. He is the founder of our Company. He is one of the founding members of the Company. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons and acting as Director since conversion of Partnership Firm into Company. His functional responsibility in our Company involves handling the overall operations of the Company including Client Relationships, new setup of our Company. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company.

**Mr. Pardeep Kumar Gupta**, aged 56 years, is Promoter, Whole Time Director of our Company. He is a Bachelor in Commerce from Government College Nangia. He has more than 33 years of experience in our industry. He is one of the founding members of the Company. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons and acting as Director since conversion of Partnership Firm into Company. His functional responsibility in our Company involves advising the Company on the crucial matters relating to procurement of material and managing sales.

**Mr. Bhushan Gupta**, aged about 45 years, is Promoter, Whole Time Director of our Company. He is a Bachelor of Commerce from University of Delhi. He has more than 20 years of experience in the field of Product Marketing and Branding building and considered to be an expert in the field of Marketing. He is one of the founding members of the Company. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons and acting as Director since conversion of Partnership Firm into Company. His



functional responsibility in our Company involves advising the Company on the matters related to Positioning and Marketing of the products of the Company.

**Ms. Sandhya Gupta**, aged 42 years, is a Non Independent Director of our Company. She is holding degree of Bachelor of Commerce. She has experience of over 10 years in the business operations. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons and acting as Director since conversion of Partnership Firm into Company.

**Mr. Vishal Jain**, aged 33 years, is an Independent Director of our Company. He is a Masters of Commerce from Chhatrapati Shahu Ji Maharaj University, Kanpur. Mr. Vishal Jain has experience of over 5 years and is running M/s Lohia Brothers a Wholesale Trader of Steel Sheets, Roofing Sheets, GC Sheets, Steel Coils and Round Bars, etc. He was appointed as an Independent Director of our Company with effect from June 07, 2019.

**Mr. Prabhat Kumar Jain**, aged 51 years, is an Independent Director of our Company. He is an Bachelor of Arts from DS College Aligarh. He has experience of over 25 years in the field of transport business. He was appointed as an Independent Director of our Company with effect from June 07, 2019.

**Note:**

- 1) *None of the above mentioned Directors are on the RBI List of wilful defaulters as on the date of this Draft Prospectus.*
- 2) *None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- 3) *None of the Promoters, Directors or persons in control of our Company, have been or are 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.*

**FAMILY RELATIONSHIP BETWEEN DIRECTORS**

Except as stated below, none of the Directors of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

Sr. No.	Name of the Director	Relationship with other Director
1	Pardeep Kumar Gupta	Brother of Mr. Bhushan Gupta.
2	Bhushan Gupta	Brother of Mr. Pardeep Kumar Gupta.
3	Sandhya Gupta	Wife of Mr. Bhushan Gupta.

**Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension**

None of our Directors is / was a Director in any listed company during the last five years before the date of filing this Draft Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.



**Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

**Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.**

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

**TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS**

**i. EXECUTIVE DIRECTORS**

Name	Mr. Ashok Gupta	Mr. Pardeep Kumar Gupta	Mr. Bhushan Gupta
Designation	Chairman & Whole-time Director	Whole-time Director	Whole-time Director
Period	Five Years from May 08, 2019	Five Years from May 08, 2019	Five Years from May 08, 2019
Date of approval of shareholder	June 11, 2019	June 11, 2019	June 11, 2019
Remuneration	Salary of Rs. 4,00,000 Per Month	Salary of Rs. 4,00,000 Per Month	Salary of Rs. 4,00,000 Per Month
Perquisite	Perquisites upto 1% of the Annual Turnover, at the end of the year, of the Company subject to maximum limits laid down by the Companies Act, 2013 read with rules made thereunder, as amended time to time.	Perquisites upto 1% of the Annual Turnover, at the end of the year, of the Company subject to maximum limits laid down by the Companies Act, 2013 read with rules made thereunder, as amended time to time.	Perquisites upto 1% of the Annual Turnover, at the end of the year, of the Company subject to maximum limits laid down by the Companies Act, 2013 read with rules made thereunder, as amended time to time.

**ii. Non-Executive Directors**

Non-Executive and Independent Directors of our Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

**Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.**



## SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Prospectus:

#	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Ashok Gupta	1750500	23.34 %
2.	Pardeep Kumar Gupta	1749750	23.33 %
3.	Bhushan Gupta	1749750	23.33%
4.	Sandhya Gupta	750000	10.00 %
5.	Vishal Jain	Nil	Nil
6.	Prabhat Kumar Jain	Nil	Nil

## INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Whole-Time Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and Promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### *Interest in promotion of Our Company*

Except Promoters, none of our Directors have any interest in the promotion of our Company.



### ***Interest in the property of Our Company***

Our Directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Prospectus. Our Directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

### ***Interest in the business of Our Company***

Save and except as stated otherwise in “Related Party Transaction” in the chapter titled “*Financial Information*” beginning on page number 164 of this Draft Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

### **DETAILS OF SERVICE CONTRACTS**

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as Whole Time Director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

### **BONUS OR PROFIT SHARING PLAN FOR THE DIRECTORS**

There is no bonus or profit sharing plan for the Directors of our Company.

### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS**

No Director has received or is entitled to any contingent or deferred compensation.

### **OTHER INDIRECT INTEREST**

Except as stated in chapter titled “*Financial Information*” beginning on page 143 of this Draft Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

### **BORROWING POWER OF THE BOARD**

In terms of the Special Resolution passed in the Extra ordinary General Meeting of our Company held on June 11, 2019, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of monies from time to time notwithstanding that the money or monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of the business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time (apart from temporary loans obtained from the Company’s bankers in the ordinary



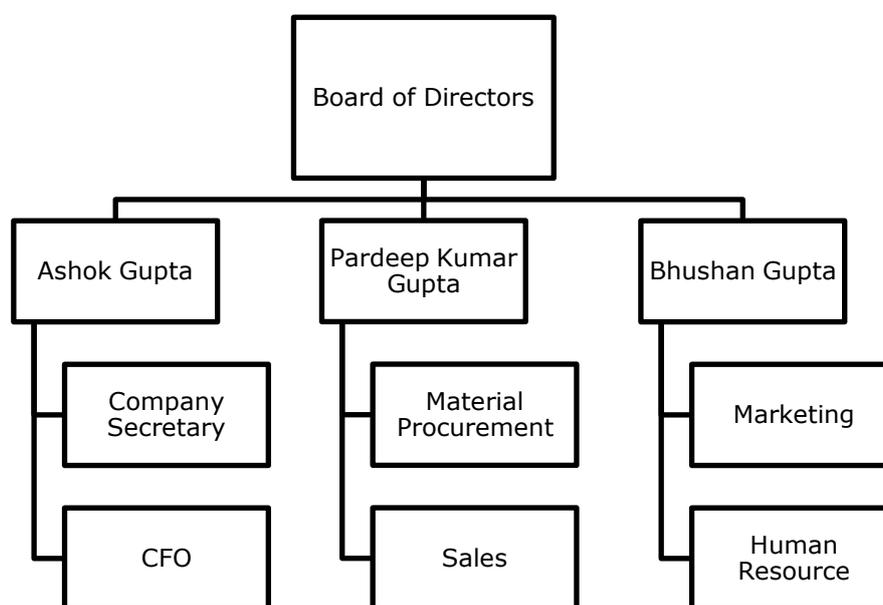
course of the business) shall not exceed Rs. 100.00 Crores (Rupees Hundred Crores Only) over and above the paid- up share capital and free reserves of the Company for the time being.

### CHANGES IN THE BOARD FOR THE LAST THREE YEARS

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Director	Date of Appointment / change in designation	Reason for Change
Ashok Gupta	May 08, 2019	Appointed as First Director, Chairman & WTD
Pardeep Kumar Gupta	May 08, 2019	Appointed as First Director, WTD
Bhushan Gupta	May 08, 2019	Appointed as First Director, WTD
Sandhya Gupta	May 08, 2019	Appointed as First Director Non-Independent Director
Vishal Jain	June 07, 2019	Appointed as Additional Independent Director
Prabhat Kumar Jain	June 07, 2019	Appointed as Additional Independent Director
Vishal Jain	June 11, 2019	Regularisation as Independent Director
Prabhat Kumar Jain	June 11, 2019	Regularisation as Independent Director

### Management Organisation Structure



### CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of



sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

**The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:**

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

#### **AUDIT COMMITTEE**

The Audit Committee was constituted *vide* Board resolution dated June 10, 2019 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Prospectus, the Audit Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Vishal Jain	Chairman	Independent Director
Prabhat Kumar Jain	Member	Independent Director
Ashok Gupta	Member	Whole Time Director

Our Company Secretary, Ms. Priya Dubey acts as the secretary of the Audit Committee.

The composition of the Audit Committee may be changed by addition or removal of its members at any time by the Board. Any member of the Audit Committee ceasing to be a director shall also cease to be a member of the Audit Committee.

The terms of reference of our Audit Committee are given below:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Modified opinion(s) in the draft audit report.



5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
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 on any significant findings and follow up thereon.
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 nonpayment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. 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.
20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
21. Implementation of Indian Accounting Standards as and when they become(s) applicable to the Company.
22. Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
  - a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).



- b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Powers of the Audit Committee:**

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

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 Audit Committee, reasons for disagreement shall have to be minuted in the Board Meeting and the same has to be communicated to the shareholders. The chairman of the committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit.

The Audit Committee is required to meet at least two times in a year. The quorum will be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent members present.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on June 10, 2019. As on the date of this Draft Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Vishal Jain	Chairman	Independent Director
Prabhat Kumar Jain	Member	Independent Director
Sandhya Gupta	Member	Non-Executive, Non-Independent

Our Company Secretary, Ms. Priya Dubey acts as the secretary of the Nomination and Remuneration Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Ensure that our Company has in place a programme for the effective induction of new directors;
2. Recommend to the Board, the remuneration packages of the Company’s Managing/Joint Managing/Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package(i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
3. Authorized at its duly convened meeting to determine on behalf the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company’s policy on specific remuneration packages for Company’s Managing/Joint Managing/ Deputy Managing/ Whole time/Executive Directors, including pension rights and any compensation payment;
4. Review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
5. Implement, supervise and administer any share or stock option scheme of our Company; and
6. Attend to any other responsibility as may be entrusted by the Board within the terms of reference.



The Nomination and Remuneration Committee is required to meet at least two times in a year. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, but there should be a minimum of two independent members present.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee has been formed by the Board of Directors at the meeting held on June 10, 2019. As on the date of this Draft Prospectus the Stakeholders' Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Vishal Jain	Chairman	Independent Director
Prabhat Kumar Jain	Member	Independent Director
Sandhya Gupta	Member	Non-Executive, Non-Independent

Our Company Secretary, Ms. Priya Dubey acts as the secretary of the Stakeholders' Relationship Committee.

This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

1. Redressal of shareholders'/investors' complaints;
2. Reviewing on a periodic basis the approval of transfer or transmission of shares or any other securities made by the Registrar and Share Transfer Agent;
3. Complaints related to issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Complaints related to non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

## CSR Committee

Originally our Company has constituted a Corporate Social Responsibility Committee in accordance Section 135 of Companies Act 2013. The constitution of the Corporate Social Responsibility Committee was approved by a Meeting of the Board of Directors held on June 10, 2019. The said committee is comprised as under:

Name of the Director	Designation in the Committee	Nature of Directorship
Vishal Jain	Chairman	Independent Director
Prabhat Kumar Jain	Member	Independent Director
Sandhya Gupta	Member	Non-Executive, Non-Independent

- A. Tenure:** The Corporate Social Responsibility Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings:** The committee shall meet as and when the need arises. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.



### C. Terms of Reference:

- To formulate, revise and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

### Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 after listing of our Company's shares on the Stock Exchange. Our Company Secretary and Compliance Officer, Ms. Priya Dubey, 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.

Ms. Priya Dubey, Company Secretary and 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.

### Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE.

### KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

<b>Name</b>	: <b>Mr. Rajender Kumar Ahuja</b>
<b>Designation</b>	: Chief Financial Officer
<b>Date of Appointment</b>	: May 09, 2019
<b>Qualification</b>	: Bachelor of Commerce
<b>Previous Employment</b>	: NIL
<b>Overall Experience</b>	: He has been designated as Chief Financial officer of our Company w.e.f. May 09, 2019. He is a Bachelor of Commerce from Jat College, Kurukshetra University. He has more than 15 years of experience in the field of accounting, Internal Control and finance. He is responsible for the work relates to Accounting, Finance, Taxation and Banking field of our Company.
<b>Remuneration paid in F.Y. 2018-19)</b>	: He has been appointed as CFO in the FY 19-20; therefore no remuneration has been received by him in FY 18-19 as CFO.



<b>Name</b>	: <b>Ms. Priya Dubey</b>
<b>Designation</b>	: Company Secretary & Compliance Officer
<b>Date of Appointment</b>	: May 09, 2019
<b>Qualification</b>	: Company Secretary
<b>Previous Employment</b>	: Blippar.Com India Private Limited
<b>Overall Experience</b>	: 2 years
<b>Remuneration paid in F.Y. 2018-19)</b>	: Ms. Priya Dubey has been appointed Company Secretary in the FY 19-20, therefore no remuneration has been received by her in FY 18-19 as Company Secretary.

*\*For details related to Whole Time Directors of the Company please refer page number 109 of this Draft Prospectus.*

**Notes:**

- *All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.*
- *There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.*
- *None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they abide by their terms of appointments*

**FAMILY RELATIONSHIP BETWEEN KMP**

Except as stated below, none of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Relationship with other Director</b>
1	Pardeep Kumar Gupta	Brother of Mr. Bhushan Gupta.
2	Bhushan Gupta	Brother of Mr. Pardeep Kumar Gupta.
3	Sandhya Gupta	Wife of Mr. Bhushan Gupta.

**BONUS AND/ OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

Our Company does not have any bonus and / or profit sharing plan for the 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.

**SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**



Except Mr. Ashok Gupta, Mr. Pardeep Kumar Gupta and Mr. Bhushan Gupta who are holding 17,50,500, 17,49,750 and 17,49,750 Equity Shares of the Company respectively none of our Key Managerial Personnel are holding any Equity Shares in our Company as on the date of this Draft Prospectus.

#### **INTEREST OF KEY MANAGERIAL PERSONNEL**

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### **CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS**

Following have been the changes in the Key Managerial Personnel during the last three years:

#	Name of Director	Date of Joining	Reason for Change
1	Ashok Gupta	May 08, 2019	Appointed as First Director, Chairman & WTD
2	Pardeep Kumar Gupta	May 08, 2019	Appointed as First Director, WTD
3	Bhushan Gupta	May 08, 2019	Appointed as First Director, WTD
4	Rajender Kumar Ahuja	May 09, 2019	Appointment as Chief Financial Officer
5	Priya Dubey	May 09, 2019	Appointment as Company Secretary

*Note: 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.*

#### **SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE**

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

#### **LOANS TO KEY MANAGERIAL PERSONNEL**

There are no loans outstanding against the key managerial personnel as on the date of this Draft Prospectus.

#### **PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “*Financial Information*” and the chapter titled “*Our Business*” beginning on pages 143 and 86 of this Draft Prospectus, we have not paid/ given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Prospectus.

#### **RETIREMENT BENEFITS**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.



## OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are:

#	Name	Category	Shareholding
1.	Ashok Gupta	Individual Promoter	17,50,500
2.	Pardeep Kumar Gupta	Individual Promoter	17,49,750
3.	Bhushan Gupta	Individual Promoter	17,49,750
4.	Anita Gupta	Individual Promoter	7,50,000
5.	Archana Gupta	Individual Promoter	3,75,000
6.	Sandhya Gupta	Individual Promoter	7,50,000
7.	Anu Gupta	Individual Promoter	3,75,000

For details of the build-up of our promoters' shareholding in our Company, see section titled "Capital Structure" beginning on page 48 of this Draft Prospectus.

**Brief profile of our Individual Promoters is as under:**

	<p><b>Mr. Ashok Gupta</b>, aged 54 years, is Promoter, Chairman and Whole Time Director of our Company. He has more than 30 years of experience in our industry. He has vast and deep experience in the field of various products in which we trade. He is the founder of our Company. He is one of the founding members of the Company. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons and acting as Director since conversion of Partnership Firm into Company. His functional responsibility in our Company involves handling the overall operations of the Company including Client Relationships, new setup of our Company.</p>	
<b>Name</b>	<b>Mr. Ashok Gupta</b>	
<b>Age</b>	54 years	
<b>PAN</b>	AEUPG2214E	
<b>Passport Number</b>	A5846653	
<b>Voter Identification No.</b>	TLE2167673	
<b>Aadhar No.</b>	947337813703	
<b>Driving License</b>	DL-1319990193649	
<b>Name of Bank</b>	Axis Bank	
<b>Bank Account Number</b>	910010042415997	
<b>Qualification</b>	Bachelor of Commerce	
<b>Personal Address</b>	55, Dayanand Vihar, Karkardooma New Delhi -110092	
<b>Directorship &amp; Other Ventures</b>	Nagina Food Private Limited Ramsons Dairy Limited Ramsons Buildwell LLP	Shri Kishan Ashok Kumar HUF Amrit Impex (Sole Proprietor) Ramsons & Co. (Partnership Firm)
	<p><b>Mr. Pardeep Kumar Gupta</b>, aged 56 years, is Promoter, Whole Time Director of our Company. He is a Bachelor in Commerce from Government College Nangia. He has more than 33 years of experience in our industry. He is one of the founding members of the Company. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons and acting as Director since conversion of Partnership Firm into Company. His functional responsibility in our Company involves advising the Company on the crucial matters relating to procurement of material and managing sales.</p>	



<b>Name</b>	<b>Mr. Pardeep Kumar Gupta</b>	
<b>Age</b>	56 Years	
<b>PAN</b>	AAOPG7625F	
<b>Passport Number</b>	L8924496	
<b>Voter Identification No.</b>	GXX0983676	
<b>Aadhar No.</b>	221213885857	
<b>Driving License</b>	DL-0619950098570	
<b>Name of Bank</b>	Axis Bank	
<b>Bank Account Number</b>	223010100052119	
<b>Qualification</b>	Bachelor of Commerce	
<b>Personal Address</b>	4/8, I Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008	
<b>Directorship &amp; Other Ventures</b>	Nagina Food Private Limited Ramsons Dairy Limited Ramsons Buildwell LLP	Shri Ram Enterprises (Partnership Firm) Pardeep Kumar Gupta & Sons HUF Ramsons & Co. (Partnership Firm)
	<p><b>Mr. Bhushan Gupta</b>, aged about 45 years, is Promoter, Whole Time Director of our Company. He is a Bachelor of Commerce from University of Delhi. He has more than 20 years of experience in the field of Product Marketing and Branding building and considered to be an expert in the field of Marketing. He is one of the founding members of the Company. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons and acting as Director since conversion of Partnership Firm into Company. His functional responsibility in our Company involves advising the Company on the matters related to Positioning and Marketing of the products of the Company.</p>	
<b>Name</b>	<b>Mr. Bhushan Gupta</b>	
<b>Age</b>	45 years	
<b>PAN</b>	AAPP3430P	
<b>Passport Number</b>	L8107299	
<b>Voter Identification No.</b>	GXX0956508	
<b>Aadhar No.</b>	325016872522	
<b>Driving License</b>	DL-0119940014395	
<b>Name of Bank</b>	Axis Bank	
<b>Bank Account Number</b>	223010100108867	
<b>Qualification</b>	Bachelor of Commerce	
<b>Personal Address</b>	4/8, II Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008	
<b>Directorship &amp; Other Ventures</b>	Nagina Food Private Limited Ramsons Dairy Limited Anandita Foods Private Limited Ramsons Buildwell LLP	Bhushan Gupta & Sons HUF Ujwal Foods (Sole Proprietor) Ramsons & Co. (Partnership Firm)
	<p><b>Ms. Anita Gupta</b>, aged 53 years, is Promoter of our Company. She is a Bachelor in Commerce from Agra University. Before the conversion of Partnership Firm into Company she acted as the partner of the M/s Ramsons. She has vast industrial exposure and management skills.</p>	
<b>Name</b>	<b>Ms. Anita Gupta</b>	
<b>Age</b>	53 Years	
<b>PAN</b>	AAGPG3844A	
<b>Passport Number</b>	E8277174	
<b>Voter Identification No.</b>	TLE2167681	
<b>Aadhar No.</b>	329593921403	

<b>Driving License</b>	Not Available	
<b>Name of Bank</b>	State Bank of India	
<b>Bank Account Number</b>	51010676363	
<b>Qualification</b>	Bachelor of Commerce	
<b>Personal Address</b>	55, Dayanand Vihar, Karkardooma New Delhi -110092	
<b>Directorship &amp; Other Ventures</b>	Nagina Food Private Limited	Expert Buildwell Private Limited
	<p><b>Ms. Archana Gupta</b>, aged 56 years, is Promoter of our Company. She is a Bachelor in Science from Dhanbad University. Before the conversion of Partnership Firm into Company she acted as the partner of the M/s Ramsons. She has vast industrial exposure and management skills.</p>	
<b>Name</b>	<b>Ms. Archana Gupta</b>	
<b>Age</b>	56 years	
<b>PAN</b>	ACDPJ6739L	
<b>Passport Number</b>	K6585718	
<b>Voter Identification No.</b>	Not Available	
<b>Aadhar No.</b>	501331072306	
<b>Driving License</b>	Not Available	
<b>Name of Bank</b>	Axis Bank	
<b>Bank Account Number</b>	223010100052173	
<b>Qualification</b>	Bachelor of Science	
<b>Personal Address</b>	4/8, I Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008	
<b>Directorship &amp; Other Ventures</b>	Nagina Food Private Limited	Shri Ram Enterprises (Partnership Firm)
	<p><b>Ms. Sandhya Gupta</b>, aged 42 years, is a Non Independent Director of our Company. She is holding degree of Bachelor of Commerce. She has experience of over 10 years in the business operations. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons and acting as Director since conversion of Partnership Firm into Company.</p>	
<b>Name</b>	<b>Ms. Sandhya Gupta</b>	
<b>Age</b>	42 Years	
<b>PAN</b>	AAOPG7619R	
<b>Passport Number</b>	K7014754	
<b>Voter Identification No.</b>	Not Available	
<b>Aadhar No.</b>	869913445708	
<b>Driving License</b>	Not Available	
<b>Name of Bank</b>	Axis Bank	
<b>Bank Account Number</b>	223010100111089	
<b>Qualification</b>	Bachelor of Commerce	
<b>Personal Address</b>	4/8, II Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008	
<b>Directorship &amp; Other Ventures</b>	Nagina Food Private Limited	Anandita Foods Private Limited



	<b>Mr. Anu Gupta</b> , aged 26 years, is Promoter of our Company. He is a Masters in Business Administration from S P Jain School of Global Management. Before the conversion of Partnership Firm into Company he acted as the partner of the M/s Ramsons. He has vast industrial exposure and management skills.
<b>Name</b>	<b>Mr. Anu Gupta</b>
<b>Age</b>	26 years
<b>PAN</b>	AVMPG1979K
<b>Passport Number</b>	Z4216078
<b>Voter Identification No.</b>	Not Available
<b>Aadhar No.</b>	416752756819
<b>Driving License</b>	Not Available
<b>Name of Bank</b>	Axis Bank
<b>Bank Account Number</b>	223010100052915
<b>Qualification</b>	Master in Business Administration
<b>Personal Address</b>	4/8, I Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008
<b>Directorship &amp; Other Ventures</b>	Shri Ram Enterprises (Partnership Firm)

*For details pertaining to other ventures of our Promoters, refer chapter titled “Our Group Entities” beginning on page no. 132 of this Draft Prospectus.*

#### **Relationship of Promoters with our Directors**

Our Promoters are the part of our Board of Directors as Chairman and Whole-time Directors. Except as disclosed herein, none of our Promoter(s) are related to any of our Company’s Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

<b>Promoters</b>	<b>Director</b>	<b>Relationship</b>
Pardeep Kumar Gupta	Bhushan Gupta	Brother
Bhushan Gupta	Pardeep Kumar Gupta	Brother
Anita Gupta	Ashok Gupta	Spouse
Archana Gupta	Pardeep Kumar Gupta	Spouse
Sandhya Gupta	Bhushan Gupta	Spouse
Anu Gupta	Pardeep Kumar Gupta	Father

#### **OTHER UNDERTAKINGS AND CONFIRMATIONS**

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the SME Platform of BSE, where the securities of our Company are proposed to be listed at the time of submission of Prospectus.
- Our Promoters have confirmed that they have not been identified as willful defaulters.



- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## **INTEREST OF PROMOTERS**

### ***Interest in promotion of Our Company***

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

### ***Interest in the property of Our Company***

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

### ***Interest as member of Our Company***

Our Promoters collectively hold 75,00,000 Equity Shares aggregating to 100.00% of pre-Issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to Mr. Ashok Gupta, Mr. Pardeep Kumar Gupta, Mr. Bhushan Gupta and Ms. Sandhya Gupta as given in the chapter titled “*Our Management*” beginning on page number 109 of this Draft Prospectus, our Promoters hold no other interest in our Company.

### ***Interest as Director of our Company***

Except as stated in the “*Related Party Transactions*” beginning on page number 141 of the Draft Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AoA.

### **Other Ventures of our Promoters**

Save and except as disclosed in the chapters titled ‘*Our Group Entities*’ beginning on page 132 of the Draft Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

### **Change in the control of Our Company**

Our Promoters are the original promoters of our Company and there has been no change in the management or control of our Company.



### **Litigation involving our Promoters**

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “Outstanding Litigation and Material Developments” beginning on page 179 of this Draft Prospectus.

### **Payment of benefits to our Promoters and Promoter Group during the last two years**

Save and except as disclosed under “*Statement of Related Party Transactions*”, as Restated appearing as Annexure 30 on page number 164 of the section titled “*Financial Information*” beginning on page number 143 of the Draft Prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Prospectus.

### **Other Confirmations**

As on the date of this Draft Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Draft Prospectus, except as disclosed under chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 179 of this Draft Prospectus.

Our Promoters and members of our Promoter Group have neither been declared as a wilful defaulters nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

### **Guarantees**

Except as stated in the section titled “*Financial Statements*” beginning on page 143 of this Draft Prospectus, respectively, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

### **Related Party Transactions**

For details of related party transactions entered into by our Company, please refer to “*Statement of Related Party Transactions*”, as Restated appearing as Annexure 30 on page number 164 of the section titled “*Financial Information*” beginning on page number 143 of the Draft Prospectus.

### **Information of our group companies**

For details related to our group companies please refer “Our Group Entities” on page no. 132 of this Draft Prospectus.



## OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under:

### A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations form part of our Promoter Group:

Promoters	Ashok Gupta	Pardeep Kumar Gupta	Bhushan Gupta	Anita Gupta	Archana Gupta	Sandhya Gupta	Anu Gupta
<b>Father</b>	Shri Kishan Gupta	Shri Ram Avtar Gupta	Shri Ram Avtar Gupta	Phool Chand Jain	Jinender Kumar Jain	Rakesh Kr. Gupta	Pardeep Kumar Gupta
<b>Mother</b>	Nirmala Rani	Sushila Jain	Sushila Jain	Kanchan Devi	Lajwanti Jain	Savita Rani	Archana Gupta
<b>Spouse</b>	Anita Gupta	Archana Gupta	Sandhya Gupta	Ashok Gupta	Pardeep Kumar Gupta	Bhushan Gupta	-
<b>Brothers</b>	Mahesh Gupta Sudhir Gupta Raj Gupta	Rakesh Gupta Bhushan Gupta	Rakesh Gupta Pardeep Kumar Gupta	Naresh Chand Jain Girish Jain Vimal Jain	Atul Jain Anjul Jain	Amit Gupta Sumit Gupta	-
<b>Sisters</b>	Alka Gupta Komal Gupta	Seema Jain	Seema Jain	Kamini Jain Achla Gupta Manju Jain Babita Gupta	-	Neha Agarwal	Priyanka Gupta
<b>Sons</b>	-	Anu Gupta	-	-	Anu Gupta	-	-
<b>Daughters</b>	Lakshita Gupta Lima Gupta	Priyanka Gupta	Simran Gupta Anandita Gupta	Lakshita Gupta Lima Gupta	Priyanka Gupta	Simran Gupta Anandita Gupta	-
<b>Spouse Father</b>	Phool Chand Jain	Jinender Kumar Jain	Rakesh Kr. Gupta	Shri Kishan Gupta	Shri Ram Avtar Gupta	Shri Ram Avtar Gupta	-
<b>Spouse Mother</b>	Kanchan Devi	Lajwanti Jain	Savita Rani	Nirmala Rani	Sushila Jain	Sushila Jain	-
<b>Spouse Brothers</b>	Naresh Chand Jain Girish Jain Vimal Jain	Atul Jain Anjul Jain	Amit Gupta Sumit Gupta	Mahesh Gupta Sudhir Gupta Raj Gupta	Rakesh Gupta Bhushan Gupta	Rakesh Gupta Pardeep Kumar Gupta	-
<b>Spouse Sisters</b>	Kamini Jain Achla Gupta Manju Jain Babita Gupta	-	Neha Agarwal	Alka Gupta Komal Gupta	Seema Jain	Seema Jain	-



**B. Companies, partnership and proprietorship firms forming part of our Promoter Group are as follows:**

<b>Particulars</b>	<b>Entity</b>
Any Body corporate in which 10% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relative is a member.	Ramsons Dairy Limited Nagina Food Private Limited Anandita Foods Private Limited Expert Buildwell Private Limited
Any company in which a company (mentioned above) holds 10% of the total holding	Nil
Any HUF or firm in which the aggregate share of the promoters and his immediate relatives is equal to or more than 10% of the total holding	<p><u>Sole Proprietor Firm</u> Amrit Impex (Sole Proprietor – Ashok Gupta) Ujwal Foods (Sole Proprietor – Bhushan Gupta)</p> <p><u>Partnership Firm</u> Ramsons &amp; Co. (Partnership Firm) Shri Ram Enterprises (Partnership Firm)</p> <p><u>HUFs</u> Shri Kishan Ashok Kumar HUF Pardeep Kumar Gupta &amp; Sons HUF Bhushan Gupta &amp; Sons HUF</p> <p><u>LLP</u> Ramsons Buildwell LLP</p>

**COMMON PURSUITS OF OUR PROMOTERS**

The promoter Group entities are having business objects similar to our business. Further, currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.



## OUR GROUP ENTITIES

Below mention are the details of Companies / Entities promoted by the Promoters of our Company. No equity shares of our group entities are listed on any of the stock exchange and they have not made any public or rights issue of securities in the preceding three years.

### A. The Group Companies of our Company are as follows:

1. Ramsons Dairy Limited
2. Nagina Food Private Limited
3. Anandita Foods Private Limited
4. Expert Buildwell Private Limited

### Details of Group Companies

#### RAMSONS DAIRY LIMITED

##### Corporate Information

Ramsons Dairy Limited was incorporated under the Companies Act, 2013 on October 12, 2018, as a public limited company, having CIN U15209DL2018PLC340463. The registered office of Ramsons Dairy Limited is situated at 55 Dayanand Vihar, Delhi - 110092.

Ramsons Dairy Limited was incorporated to carry on the business as to manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including, Milk, Dahi, Cheese, Butter, Paneer, Skimmed Milk Powder, Desi Ghee, Ice creams, Baby foods, Instant foods and all other dairy products and any by-products or co-products thereof and to carry on the business and setting up of Dairy Farms, Milk Processing Plants, Food Processing Plants, Cold Storage Plants, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.

##### Board of Directors

The Directors of Ramsons Dairy Limited as on the date of this Draft Prospectus are as follows:

Name	Designation
Ashok Gupta	Director
Pardeep Kumar Gupta	Director
Bhushan Gupta	Director

##### Shareholding Pattern

The Shareholding Pattern of Ramsons Dairy Limited as on the date of this Draft Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Ashok Gupta	33,334	33.34



Shareholders name	No. of shares	% of total holding
Pardeep Kumar Gupta	33,333	33.33
Bhushan Gupta	33,333	33.33
<b>Total</b>	<b>1,00,000</b>	<b>100.00</b>

### Financial Performance

The Company was incorporated on October 12, 2018 its first financial year closed at March 31, 2019. The audited financial statements of the Company has not been prepared yet therefore not provided here.

### NAGINA FOOD PRIVATE LIMITED

#### Corporate Information

Nagina Food Private Limited was incorporated under the Companies Act, 1956 on June 17, 2006, as a private limited company, having CIN U15201DL2006PTC149817. The registered office of the Company is situated at 4/8, East Patel Nagar New Delhi - 110008.

Nagina Food Private Limited was incorporated with the object to carry on the business of manufacturers, exporters, importers, sellers, buyers, packagers, processors of milk and milk products.

#### Board of Directors

The Directors of Nagina Food Private Limited as on the date of this Draft Prospectus are as follows:

Name	Designation
Ashok Gupta	Director
Pardeep Kumar Gupta	Director
Bhushan Gupta	Director
Archana Gupta	Director
Sandhya Gupta	Director
Anita Gupta	Director

#### Shareholding Pattern

The Shareholding Pattern of Nagina Food Private Limited as on March 31, 2018 is as follows:

Shareholder name	No. of shares	% of total holding
Ashok Gupta	180000	29.34%
Pardeep Kumar Gupta	205000	33.39%
Bhushan Gupta	204000	33.22%
Shri Kishan Ashok Kumar HUF	25000	4.07%
<b>TOTAL</b>	<b>6,14,000</b>	<b>100.00%</b>

#### Financial Information

(Rs. in Lakhs)

Particulars	Fiscal 2018	Fiscal 2017	Fiscal 2016
Total Income	21872.77	3647.01	3249.15



Profit after Tax	31.13	6.42	1.90
Equity Capital	61.40	61.40	61.40
Reserves & Surplus	213.64	182.51	176.09
Net worth	275.04	243.91	237.49
NAV per share	44.79	39.72	38.68
Earnings per share (EPS) ( <i>Basic</i> ) in Rs.	5.07	1.05	0.31
Earnings per share (EPS) ( <i>Diluted</i> ) in Rs.	5.07	1.05	0.31
No. of Equity Shares of Rs.10/- each	6,14,000	6,14,000	6,14,000

## ANANDITA FOODS PRIVATE LIMITED

### Corporate Information

Anandita Foods Private Limited was incorporated under the Companies Act, 1956 on November 20, 2009, as a private limited company, having CIN U15202DL2009PTC196260. The registered office of the Company is situated at 4/8, East Patel Nagar New Delhi - 110008.

Anandita Foods Private Limited was incorporated with the object to carry on the business of trade, manufacture, export, import or otherwise deal in milk, Ghee or other food product.

### Board of Directors

The Directors of Anandita Foods Private Limited as on the date of this Draft Prospectus are as follows:

Name	Designation
Bhushan Gupta	Director
Sandhya Gupta	Director

### Shareholding Pattern

The Shareholding Pattern of Anandita Foods Private Limited as on March 31, 2018 is as follows:

Shareholder name	No. of shares	% of total holding
Bhushan Gupta	45000	50.00%
Sandhya Gupta	45000	50.00%
<b>TOTAL</b>	<b>90,000</b>	<b>100.00%</b>

### Financial Information

(Rs. in Lakhs)

Particulars	Fiscal 2018	Fiscal 2017	Fiscal 2016
Total Income	1.20	0.00	0.00
Profit after Tax	0.33	0.00	0.00
Equity Capital	9.00	9.00	9.00
Reserves & Surplus	12.33	12.00	12.00
Net worth	21.01	19.98	20.04
NAV per share	23.34	22.22	22.26
Earnings per share (EPS) ( <i>Basic</i> ) in Rs.	0.36	0.00	0.00



Earnings per share (EPS) ( <i>Diluted</i> ) in Rs.	0.36	0.00	0.00
No. of Equity Shares of Rs.10/- each	90,000	90,000	90,000

## EXPERT BUILDWELL PRIVATE LIMITED

### Corporate Information

Expert Buildwell Private Limited was incorporated under the Companies Act, 1956 on September 01, 2007, as a private limited company, having CIN U45400DL2007PTC167655. The registered office of the Company is situated at 3660, Chawri Bazar, Delhi - 110006. Expert Buildwell Private Limited was incorporated with the object to carry on the business of purchase acquire, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.

### Board of Directors

The Directors of Expert Buildwell Private Limited as on the date of this Draft Prospectus are as follows:

Name	Designation
Anita Gupta	Director
Kunal Gupta	Director

### Shareholding Pattern

The Shareholding Pattern of Expert Buildwell Private Limited as on March 31, 2018 are as follows:

Shareholder name	No. of shares	% of total holding
Shri Kishan Ashok Kumar HUF	5,000	2.22%
Dinesh Kumar Latoo	94,700	42.08%
Achla Gupta	1,20,000	53.32
Anshul Gupta	100	0.04
Payal Gupta	100	0.04
Ashmita Gupta	100	0.04
Kunal Gupta	5,020	2.23
Anita Gupta	20	0.01
<b>TOTAL</b>	<b>2,25,040</b>	<b>100.00%</b>

### Financial Information

(Rs. in Lakhs)

Particulars	Fiscal 2018	Fiscal 2017	Fiscal 2016
Total Income	2.82	0.00	0.00
Profit after Tax	1.31	0.00	0.00
Equity Capital	22.50	22.50	22.50
Reserves & Surplus	79.44	78.13	78.28



Net worth	101.94	100.63	100.78
NAV per share	45.30	44.72	44.78
Earnings per share (EPS) ( <i>Basic</i> ) in Rs.	0.58	-0.06	-0.09
Earnings per share (EPS) ( <i>Diluted</i> ) in Rs.	0.58	-0.06	-0.09
No. of Equity Shares of Rs.10/- each	2,25,040	2,25,040	2,25,040

## B. Other Group Entities

The details of our Group entities are provided below:

1. *Amrit Impex (Sole Proprietor – Ashok Gupta)*
2. *Ujwal Foods (Sole Proprietor – Bhushan Gupta)*
3. *Ramsons & Co. (Partnership Firm)*
4. *Shri Ram Enterprises (Partnership Firm)*
5. *Shri Kishan Ashok Kumar HUF*
6. *Pardeep Kumar Gupta & Sons HUF*
7. *Bhushan Gupta & Sons HUF*
8. *Ramsons Buildwell LLP*

### 1. M/s Amrit Impex (Sole Proprietor)

<b>Particulars</b>	M/s Amrit Impex (Sole Proprietor)
<b>Proprietor</b>	Mr. Ashok Gupta
<b>Nature of business</b>	Engaged in Trading in Dairy Products
<b>Work Address</b>	55, Dayanand Vihar, New Delhi-110092
<b>PAN</b>	AEUPG2214E

Past Financial Performance is mentioned below:

(Rs. in Lakhs)

Particulars	For the year Ended			
	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016
Capital Account	54.44	18.97	0.43	20.85
Sales	1347.74	1021.93	29.90	64.68
Net Profit	2.88	9.73	0.029	0.37

### 2. M/s Ujwal Foods (Sole Proprietor)

<b>Particulars</b>	M/s Ujwal Foods (Sole Proprietor)
<b>Proprietor</b>	Mr. Bhushan Gupta
<b>Nature of business</b>	Engaged in Trading in Dairy Products
<b>Work Address</b>	4/8, II Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008
<b>PAN</b>	AAPPG3430P



Past Financial Performance is mentioned below:

(Rs. in Lakhs)

Particulars	For the year Ended			
	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016
Capital Account	894.08	38.11	40.30	36.49
Sales	3554.54	1926.75	13.57	25.97
Net Profit	12.46	6.59	0.15	0.028

### 3. Ms/ Ramsons & Co. (Partnership Firm)

Particulars	Ms/ Ramsons & Co. (Partnership Firm)
Partners	Mr. Ashok Gupta Mr. Pardeep Kumar Gupta Mr. Bhushan Gupta
Nature of business	Deals in Dairy Products
Work Address	843, Joshi Road, Karol Bagh, New Delhi-110005
PAN	AANFR6714K

Past Financial Performance is mentioned below:

(Rs. in Lakhs)

Particulars	For the year Ended		
	March 31, 2018	March 31, 2017	March 31, 2016
Capital Account	276.42	267.94	26.15
Sales	20130.28	14468.36	3272.20
Net Profit	55.16	42.80	2.39

### 4. M/s Shri Ram Enterprises (Partnership Firm)

Particulars	M/s Shri Ram Enterprises (Partnership Firm)
Partners	Mr. Pardeep Kumar Gupta Mr. Anu Gupta Ms. Archana Gupta
Nature of business	Deals in Dairy Products
Work Address	4/8, I Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008
PAN	ACMFS0442C

Past Financial Performance is mentioned below:

(Rs. in Lakhs)

Particulars	For the year Ended		
	March 31, 2018	March 31, 2017	March 31, 2016
Capital Account	7.63	4.09	0.72
Sales	140.79	33.65	0.00
Net Profit	0.99	0.62	-0.041



#### 5. Shri Kishan Ashok Kumar HUF

<b>Particulars</b>	Shri Kishan Ashok Kumar HUF
<b>Karta</b>	Mr. Ashok Gupta
<b>Nature of business</b>	Deals in Dairy Products
<b>Work Address</b>	55, Dayanand Vihar, New Delhi-110092
<b>PAN</b>	AAAHK6753Q

Past Financial Performance is mentioned below:

(Rs. in Lakhs)

Particulars	For the year Ended		
	March 31, 2018	March 31, 2017	March 31, 2016
Capital Account	254.99	244.36	239.09
Total Income	12.76	8.55	5.00
Tax Paid	1.77	0.99	0.41

#### 6. Pardeep Kumar Gupta & Sons HUF

<b>Particulars</b>	Pardeep Kumar Gupta & Sons HUF
<b>Karta</b>	Mr. Pardeep Kumar Gupta
<b>Nature of business</b>	Deals in Dairy Products
<b>Work Address</b>	4/8, I Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008
<b>PAN</b>	AANHP1677F

Past Financial Performance is mentioned below:

(Rs. in Lakhs)

Particulars	For the year Ended		
	March 31, 2018	March 31, 2017	March 31, 2016
Capital Account	6.01	8.29	3.26
Total Income	6.17	3.21	2.80
Tax Paid	0.60	0.073	0.031

#### 7. Bhushan Gupta & Sons HUF

<b>Particulars</b>	Bhushan Gupta & Sons HUF
<b>Karta</b>	Mr. Bhushan Gupta
<b>Nature of business</b>	Deals in Dairy Products
<b>Work Address</b>	4/8, II Floor, East Patel Nagar, Patel Nagar SO, New Delhi-110008
<b>PAN</b>	AADHB4333E

Past Financial Performance is mentioned below:

(Rs. in Lakhs)

Particulars	For the year Ended		
	March 31, 2018	March 31, 2017	March 31, 2016
Capital Account	192.82	178.92	169.56



Total Income	16.20	9.67	6.09
Tax Paid	3.24	1.22	0.51

#### 8. Ramsons Buildwell LLP

<b>Particulars</b>	Ramsons Buildwell LLP
<b>Designated Partners</b>	Mr. Ashok Gupta Mr. Pardeep Kumar Gupta Mr. Bhushan Gupta
<b>Nature of business</b>	Real Estate
<b>Work Address</b>	55, Dayanand Vihar, Karkardooma New Delhi -110092
<b>LLPIN</b>	AAO-9975

The LLP has been incorporated on April 23, 2019 and its capital account balance is Rs. 1,50,000.

#### DECLARATIONS

- None of the entities in the Promoter Group Companies is restrained by any SEBI Order or have ever become defunct.
- None of the entities in the Promoter Group Companies is listed at any Stock Exchange nor have such entities made any public issue or right issue in the preceding three years.
- None of the entities in the Promoter Group Companies has become a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up or liquidation.

#### LITIGATIONS

For details on litigations and disputes pending against our Promoter Group and Group Companies please refer to the section titled “Outstanding Litigations and Material Developments” on page 179 of the Draft Prospectus.

#### DEFUNCT GROUP COMPANIES

There is no defunct Group Companies of our Company as on the date of this Draft Prospectus.

#### UNDERTAKING / CONFIRMATIONS

Our Promoters and Group Companies confirm that they have not been declared as a wilful defaulter by the RBI or any other governmental authority and there have been no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group Companies or persons in control of the Promoters has been:

- i) Prohibited from accessing the capital market under any order or direction passed by SEBI or any other



authority; or

- ii) Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad. None of the Promoters is or has ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI.

#### **DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS**

Our Promoters have not been disassociated themselves from any entities/firms during preceding three years.

#### **OTHER DETAILS OF GROUP COMPANIES/ENTITIES:**

1. There are no defaults in meeting any statutory/ bank/ institutional dues;
2. No proceedings have been initiated for economic offences against our Group Companies/Entities.

#### **NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES**

**(a) In the promotion of our Company**

None of our Group Companies have any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified chapter titled “Financial Information–Annexure 30 - Related Party Transaction” on page 164 of this Draft Prospectus.

**(b) In the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Draft Prospectus with Stock Exchange**

Our Group Companies do not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing this Draft Prospectus with Stock Exchange.

**(c) In transactions for acquisition of land, construction of building and supply of machinery**

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.



## **RELATED PARTY TRANSACTION**

For details on related party transaction of our Company, please refer to Annexure 30 of Restated Financial statement beginning on page 164 of this Draft Prospectus.



## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, 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.

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.

We have not declared dividend in any Financial Year.



**SECTION- VI FINANCIAL INFORMATION**  
**FINANCIAL STATEMENT AS RESTATED**

**Independent Auditor's Report for the Restated Financial Statements of**  
**Ramsons Food Products Limited**

To,  
The Board of Directors  
**Ramsons Food Products Limited**  
321, Khajoor Road, Karol Bagh, New Delhi -110005

Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Ramsons Food Products Limited** (the "Company") (formerly known as M/s. Ramsons, a partnership firm constituted under the Indian Partnership Act, 1932) as at 09<sup>th</sup> May 2019, 08<sup>th</sup> May 2019, 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2018 and 2017 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on 09<sup>th</sup> May 2019, 08<sup>th</sup> May 2019, 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2018 and 2017 annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the "**Restated Summary Statements**" or "**Restated Financial Statements**"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in SME Platform of BSE Limited.
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 2018 ("**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 May 22, 2019 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 BSE.("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 09<sup>th</sup> May 2019 approved by the board of directors and the audited financial statements of partnership firm for the period ended on 08<sup>th</sup> May 2019 and the year ended on 31<sup>st</sup> March, 2019, 31<sup>st</sup> March, 2018 and 2017 approved by the partners.
4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:



- (i) The “**Summary of Statement of Assets and Liabilities as Restated**” as set out in **Annexure 1** to this report, of the Company as at 09<sup>th</sup> May 2019 have been prepared and approved by the board of directors and as at 08<sup>th</sup> May 2019, 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 have been prepared and approved by the partners. 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 Accounts as set out in **Annexure 4** to this Report.
- (ii) The “**Summary of Statement of Profit and Loss as Restated**” as set out in **Annexure 2** to this report, of the Company for the period ended on 09<sup>th</sup>May 2019 have been prepared and approved by the board of directors of the Company and for the period ended on 08<sup>th</sup> May 2019 and year ended on 31<sup>st</sup> March, 2019, 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 are prepared and approved by the partners. 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 Accounts as set out in **Annexure 4** to this Report.
- (iii) The “**Summary of Statement of Cash Flow as Restated**” as set out in **Annexure 3** to this report, of the Company for the period ended 09<sup>th</sup> May 2019 have been prepared and approved by the board of directors of the Company and for the period ended on 08<sup>th</sup> May 2019 and year ended on 31<sup>st</sup> March, 2019, 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 have been prepared and approved by the partners. 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 Accounts as set out in **Annexure 4** to this Report.
5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
- Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
  - 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.
  - There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
  - There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period ended on 09<sup>th</sup>May 2019 and 08<sup>th</sup> May 2019, and for the year ended on 31<sup>st</sup> March, 2019, 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 which would require adjustments in this Restated Financial Statements of the Company.
  - These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure 4**to this report.



6. Audit of M/s. Ramsons Food Products Limited for the period ended on 09<sup>th</sup> May 2019 and of M/s. Ramsons, a partnership firm for the period ended 08<sup>th</sup> May 2019 and for the year ended on 31<sup>st</sup> March, 2019 was conducted by M/s GMR & Co. (Chartered Accountants) and Audit for the year ended on 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 was conducted by M/s. R.P. Arora & Co. (Chartered Accountants) and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us.
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/year ended on 09<sup>th</sup> May 2019, 08<sup>th</sup> May 2019, 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 proposed to be included in the Draft Prospectus/Prospectus (“**Offer Document**”).

*Annexure of Restated Financial Statements of the Company:-*

- Annexure - 1* : Summary of Statement of Assets and Liabilities as Restated.  
*Annexure - 2* : Summary of Statement of Profit and Loss as Restated  
*Annexure - 3* : Summary of Statement of Cash Flow as Restated  
*Annexure - 4* : Significant Accounting Policies and Notes to Accounts as Restated;  
*Annexure - 5* : Reconciliation of Restated Profit.  
*Annexure - 6* : Details of Share Capital as Restated;  
*Annexure - 7* : Details of Reserves and Surplus as Restated;  
*Annexure - 8* : Details of Long Term Borrowings as Restated;  
*Annexure - 9* : Details of Short Term Borrowings as Restated;  
*Annexure -9A* : Nature of Security and Terms of Repayment For Short Term Borrowings;  
*Annexure - 10* : Details of Trade Payables as Restated;  
*Annexure - 11* : Details of Other Current Liabilities as Restated;  
*Annexure - 12* : Details of Short Term Provisions as Restated;  
*Annexure - 13* : Details of Property, plant and equipment as Restated;  
*Annexure - 14* : Details of Deferred Tax Assets (Net) as Restated;  
*Annexure - 15* : Details of Long Term Loans & Advances as Restated;  
*Annexure - 16* : Details of Inventories as Restated;  
*Annexure - 17* : Details of Trade Receivables as Restated;  
*Annexure - 18* : Details of Cash and Cash Equivalents as Restated;  
*Annexure - 19* : Details of Short Term Loans & Advances as Restated;  
*Annexure - 20* : Details of Revenue from operations as Restated;  
*Annexure -20A* : Particulars of Revenue as Restated  
*Annexure - 21* : Details of Other Income as Restated;  
*Annexure - 22* : Details of Purchases of Stock-in-Trade as Restated;  
*Annexure - 23* : Details of Changes in Inventories as Restated;  
*Annexure - 24* : Details of Employee Benefit Expenses;  
*Annexure - 25* : Details of Finance Cost as Restated;  
*Annexure - 26* : Details of Depreciation and Amortisation as Restated;  
*Annexure - 27* : Details of Other expenses as Restated;  
*Annexure - 28* : Details of Summary of Accounting Ratios as Restated  
*Annexure - 29* : Details of Statement of Tax Shelters as Restated



*Annexure - 30* : Details of Related Parties Transactions as Restated;

*Annexure - 31* : Details of Capitalization Statement as Restated;

8. We, M/s V.N. Purohit & 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 1 to 31 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
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 V.N. PUROHIT & CO.**

**Chartered Accountants**

**Firm Regn. 304040E**

Sd/-

**O.P. Pareek**

Partner

M. No. 014238

Place: Delhi

Date: June 20, 2019



## Summary of Statement of Assets and Liabilities as Restated

## Annexure - 1 (Rs. in Lakhs)

Particulars	Annexure	As At 31.03.2017	As at 31.03.2018	As at 31.03.2019	As at 08.05.2019	As at 09.05.2019
<b>I. EQUITY AND LIABILITIES</b>						
<b>1 Shareholders' funds</b>						
(a) Share capital	6	607.34	661.10	758.03	756.61	750.00
(b) Reserves and surplus	7	-	-	-	-	(0.01)
<b>2 Non-current liabilities</b>						
(a) Long-term borrowings	8	824.42	803.48	1,748.29	1,548.47	1,553.75
<b>3 Current liabilities</b>						
(a) Short-term borrowings	9	4,998.41	4,176.70	6,630.55	6,925.01	6,925.01
(b) Trade payables	10	8,100.31	8,005.71	9,182.50	12,260.11	12,217.27
(c) Other current liabilities	11	832.47	17.04	764.17	865.00	669.49
(d) Short-term provisions	12	19.85	9.54	35.94	55.47	55.48
<b>TOTAL</b>		<b>15,382.81</b>	<b>13,673.57</b>	<b>19,119.48</b>	<b>22,410.67</b>	<b>22,170.99</b>
<b>II. ASSETS</b>						
<b>1 Non-current assets</b>						
(a) Property, plant and equipment	13	19.04	20.69	23.08	23.34	23.34
Less: Accumulated Depreciation		10.32	13.67	15.97	16.18	16.18
<b>Net Block</b>		<b>8.72</b>	<b>7.02</b>	<b>7.11</b>	<b>7.15</b>	<b>7.15</b>
(b) Deferred Tax Assets (Net)	14	0.91	1.20	1.34	1.33	1.33
(c) Long-term loans and advances	15	98.30	310.08	13.01	35.27	35.27
<b>2 Current assets</b>						
(a) Inventories	16	7,715.19	7,272.91	11,256.18	11,490.88	11,490.88
(b) Trade receivables	17	6,807.98	4,968.62	6,185.35	9,773.40	9,500.87
(c) Cash and cash equivalents	18	39.36	21.28	14.30	5.81	5.81
(d) Short-term loans and advances	19	712.35	1,092.46	1,642.18	1,096.82	1,129.68
<b>TOTAL</b>		<b>15,382.81</b>	<b>13,673.57</b>	<b>19,119.48</b>	<b>22,410.67</b>	<b>22,170.99</b>

Note: The above statement should be read with the restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures 2, 3 and 4 respectively.



Summary of Statement of Profit and Loss as Restated

Annexure - 2  
(Rs. in Lakhs)

Particulars	Annexure	For the period ended on				For the day of
		31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
I. Revenue from operations	20	56,322.63	96,542.77	127,300.78	16,558.06	-
II. Other income	21	7.25	0.65	13.37	4.75	-
<b>III. Total Revenue (I + II)</b>		<b>56,329.88</b>	<b>96,543.42</b>	<b>127,314.16</b>	<b>16,562.81</b>	<b>-</b>
IV. <b>Expenses:</b>						
Purchases of Stock-in-Trade	22	61,698.20	95,072.19	128,718.24	16,376.01	-
Changes in inventories of Stock-in-Trade	23	(5,984.92)	442.28	(3,983.27)	(234.70)	-
Employee benefits expense	24	30.67	41.59	70.49	8.08	-
Finance costs	25	366.90	297.73	313.13	88.02	-
Depreciation	26	3.75	3.35	2.96	0.21	0.01
Other expenses	27	78.22	419.89	1,492.78	259.22	-
<b>Total expenses</b>		<b>56,192.82</b>	<b>96,277.03</b>	<b>126,614.32</b>	<b>16,496.84</b>	<b>0.01</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>137.06</b>	<b>266.40</b>	<b>699.84</b>	<b>65.97</b>	<b>(0.01)</b>
VI. Exceptional Items						
<b>VII Profit before extraordinary items and tax (V-VI)</b>		<b>137.06</b>	<b>266.40</b>	<b>699.84</b>	<b>65.97</b>	<b>(0.01)</b>
VIII. Extraordinary items		-	-	-	-	-
<b>IX Profit before tax (VII-VIII)</b>		<b>137.06</b>	<b>266.40</b>	<b>699.84</b>	<b>65.97</b>	<b>(0.01)</b>
X. Tax expense:						
(1) Current tax		45.73	88.36	233.88	22.02	-
(2) Deferred tax		(0.44)	(0.29)	(0.14)	0.00	-
<b>XI Profit/(loss) for the period from Continuing operations (IX - X)</b>		<b>91.77</b>	<b>178.33</b>	<b>466.09</b>	<b>43.95</b>	<b>(0.01)</b>
XII. Profit/(loss) from Discontinuing operations		-	-	-	-	-
XIII. Tax Expense of Discontinuing operations		-	-	-	-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-	-	-
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>91.77</b>	<b>178.33</b>	<b>466.09</b>	<b>43.95</b>	<b>(0.01)</b>
VIII. Earnings per equity share:						
(1) Basic (in Rs.)		1.22	2.38	6.21	0.59	(0.00)
(2) Diluted (in Rs.)		1.22	2.38	6.21	0.59	(0.00)



Summary of Statement of Cash Flows as Restated

Annexure - 3  
(Rs. in Lakhs)

S. N.	Particulars	For the period ending on				
		31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>A.</b>	<b>Cash flow from Operating Activities</b>					
	<b>Net Profit before tax as per Statement of Profit &amp; Loss</b>	<b>137.06</b>	<b>266.40</b>	<b>699.84</b>	<b>65.97</b>	<b>(0.01)</b>
	Adjustments for :					
	<i>Depreciation</i>	3.75	3.35	2.96	0.21	0.01
	<i>Profit on Sale of Property, plant &amp; equipment</i>	-	-	0.05	-	-
	<i>Interest earned on loans/FDRs</i>	(0.05)	(0.65)	(13.37)	-	-
	<i>Finance Cost</i>	366.90	297.73	313.13	88.02	-
	<b>Operating Profit before working capital changes</b>	<b>507.66</b>	<b>566.82</b>	<b>1,002.60</b>	<b>154.19</b>	<b>-</b>
	<b>Changes in Working Capital</b>					
	<i>(Increase)/ decrease in Trade receivable</i>	(1,857.76)	1,839.36	(1,216.73)	(3,588.05)	272.54
	<i>(Increase)/ decrease in Other Loans and advances receivable</i>	(191.18)	(380.12)	(549.72)	545.36	(32.86)
	<i>(Increase)/ decrease in Inventories</i>	(5,984.92)	442.28	(3,983.27)	(234.70)	0.00
	<i>Increase/(decrease) in Trade Payables</i>	3,879.28	(94.61)	1,176.79	3,077.62	(42.84)
	<i>Increase/(decrease) in Other Current Liabilities</i>	705.54	(815.43)	747.12	100.83	(195.51)
	<i>Increase/(decrease) in Short Term Provision</i>	0.58	0.70	1.21	(2.48)	-
		<b>(3,448.46)</b>	<b>992.19</b>	<b>(3,824.61)</b>	<b>(101.42)</b>	<b>1.32</b>
	<b>Net Cash Flow from Operation</b>	<b>(2,940.79)</b>	<b>1,559.01</b>	<b>(2,822.01)</b>	<b>52.78</b>	<b>1.32</b>
	Less : Direct tax paid	25.64	99.37	208.69	-	-
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>(2,966.43)</b>	<b>1,459.64</b>	<b>(3,030.69)</b>	<b>52.78</b>	<b>1.32</b>
<b>B.</b>	<b>Cash flow from investing Activities</b>					
	<i>Purchase of Property, plant &amp; equipment</i>	(0.92)	(1.65)	(3.47)	(0.26)	-
	<i>Sale of Property, plant &amp; equipment</i>	-	-	0.37	-	-
	<i>Long term loans, advances and deposits.</i>	(78.62)	(211.77)	297.07	(22.26)	-
	<i>Interest earned on loans/FDRs</i>	0.05	0.65	13.37	-	-
	<b>Net Cash Flow from Investing Activities (B)</b>	<b>(79.48)</b>	<b>(212.76)</b>	<b>307.34</b>	<b>(22.52)</b>	<b>-</b>



<b>C.</b>	<b>Cash Flow From Financing Activities</b>					
	<i>(Net) Addition/ withdrawal from capital account</i>	<i>(242.07)</i>	<i>(124.57)</i>	<i>(369.17)</i>	<i>(45.37)</i>	<i>(6.61)</i>
	<i>Proceeds From long Term Borrowing (Net)</i>	<i>(82.01)</i>	<i>(20.94)</i>	<i>944.81</i>	<i>(199.82)</i>	<i>5.29</i>
	<i>Short Term Borrowing (Net)</i>	<i>3,766.16</i>	<i>(821.71)</i>	<i>2,453.85</i>	<i>294.45</i>	<i>0.00</i>
	<i>Finance Cost</i>	<i>(366.90)</i>	<i>(297.73)</i>	<i>(313.13)</i>	<i>(88.02)</i>	<i>-</i>
	<b>Net Cash Flow from Financing Activities (C)</b>	<b>3,075.17</b>	<b>(1,264.95)</b>	<b>2,716.37</b>	<b>(38.75)</b>	<b>(1.32)</b>
<b>D.</b>	<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>29.26</b>	<b>(18.07)</b>	<b>(6.98)</b>	<b>(8.50)</b>	<b>0.00</b>
<b>E.</b>	Opening Cash & Cash Equivalents	10.10	39.36	21.28	14.30	5.81
<b>F.</b>	<b>Cash and cash equivalents at the end of the period</b>	<b>39.36</b>	<b>21.28</b>	<b>14.30</b>	<b>5.81</b>	<b>5.81</b>
<b>G.</b>	<b>Cash And Cash Equivalents Comprise :</b>					
	Cash on hand	15.31	19.28	13.69	5.15	5.15
	Balances with banks in current accounts	24.04	2.00	0.61	0.66	0.66
	<b>Total</b>	<b>39.36</b>	<b>21.28</b>	<b>14.30</b>	<b>5.81</b>	<b>5.81</b>



## **NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

### ***Background:***

The Company was originally formed as Partnership Firm in the name and style of “M/s Ramsons” through partnership deed dated November 12, 2004 under Indian Partnership Act, 1932. Moreover, the Constitution of Partnership Firm was changed through partnership deed dated April 01, 2005, April 01, 2007, April 01, 2010 and February 01, 2019. Subsequently, the Partnership Firm was converted into Public Limited Company “Ramsons Food Products Limited” on May 08, 2019 under Part I (Chapter XXI) of the Companies Act, 2013 vide CIN - U51900DL2019PLC349813 issued by Registrar of Companies, Delhi and Haryana. The Company is engaged in the business of trading of Milk and allied Milk Products.

### ***Annexure 4: Restated significant accounting policies and notes to accounts:***

#### **a) Basis of preparation of financial statements**

The Financial Statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these Financial Statements to comply in all material respect with the accounting standards notified under the Companies (Accounting standards) Rule, 2006, (as amended) and the relevant provision of the companies Act, 2013. The Financial Statements have been prepared on the accrual basis and under the historical cost convention.

#### **b) Use of Estimates**

The preparation and presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

#### **c) Inventory:**

Inventory consists of stock-in-trade valued at lower of cost or net realisable value. In determining Net Realisable Value (NRV), estimated expenses for sale of inventory has also be reduced from the market price.

#### **d) Property, Plant and Equipment:**

Property, plant and equipment are stated at historical cost less accumulated depreciation thereon. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

#### **e) Depreciation:**

Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on Written down Value (WDV) Method on pro rata basis.



Company believes that useful lives as given below best represent the useful lives of these asset based on internal assessment and supported by technical advice where necessary which may be different from the useful lives as prescribe under part c of Schedule II of Companies Act 2013.

S. No.	Asset Category	Useful Life (Years)
1.	<i>Computers</i>	<i>3 Years</i>
2.	<i>Furniture &amp; Fixtures</i>	<i>10 Years</i>
3.	<i>Motor Vehicles</i>	<i>8/10 Years</i>
4.	<i>Office Equipment</i>	<i>5 Years</i>

f) **Earnings Per Share :**

Basic Earnings per Share has been calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of Equity shares outstanding during the period. Diluted Earnings per Share has been computed by dividing the net profit after tax by the weighted average no. of equity shares considered for deriving basic Earnings per Share and also the weighted average no. of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

g) **Taxes on Income:**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflects the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period.

Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.



## Reconciliation of Restated profit:

**Annexure - 5**  
**(Rs. in Lakhs)**

Depreciation hitherto been charged as per rates and method prescribed under Income Tax Rules, 1962 have been restated as per Schedule-II of the Companies Act, 2013 thereby adjusting the Net Profit and Tax expenses accordingly as under: -

Adjustments for	Period ended on				For the day
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	138.49	267.42	699.33	65.95	-
<b>Adjustments for:</b>					
Depreciation as per audited Profit & Loss Accounts	(2.33)	(2.33)	(2.27)	(0.22)	-
Depreciation as per Restated Financial Statement	3.75	3.35	2.96	0.21	-
Deferred Tax Liability / Asset Adjustment	(0.44)	(0.29)	(0.14)	0.00	0.00
Profit on Sale of Assets	-	-	(0.30)	-	-
Accrued Interest	-	-	-	-	-
Current Income Tax Provision	45.73	88.36	233.88	22.02	-
<b>Total Adjustments on Profits Before Tax</b>	<b>46.71</b>	<b>89.09</b>	<b>234.14</b>	<b>22.01</b>	<b>0.00</b>
<b>Net Profit/ (Loss) After Tax as per Restated Financial Statements</b>	<b>91.77</b>	<b>178.33</b>	<b>465.19</b>	<b>43.95</b>	<b>(0.00)</b>
<b>Capital/ Shareholders Fund as per audited financial statements</b>	<b>654.87</b>	<b>751.98</b>	<b>750.00</b>	<b>750.00</b>	<b>750.00</b>
Retained earnings adjustment on account of depreciation	2.77	2.77	2.77	2.77	-
Retained earnings adjustment on account of Income Tax Provision	44.75	88.10	233.88	22.00	-
Income Tax Provision in audited financial statements	-	-	(244.69)	(31.38)	-
<b>Capital/ Shareholders Fund as per restated financial statements</b>	<b>607.34</b>	<b>661.10</b>	<b>758.03</b>	<b>756.61</b>	<b>750.00</b>

## Share Capital

**Annexure - 6**  
**(Rs. in Lakhs)**

Share Capital	As at					
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019	
	Amt. Rs.	Amt. Rs.	Amt. Rs.	Amt. Rs.	Number	Amt. Rs.
<b>Authorised</b>						
Equity Shares of Rs.10 each	-	-	-	-	11,000,000	1,100.00
<b>Issued</b>						
Equity Shares of Rs.10 each	-	-	-	-	7,500,000	750.00
<b>Subscribed &amp; Paid up</b>						
Equity Shares of Rs.10 each fully paid up	-	-	-	-	7,500,000	750.00
Capital Account	607.34	661.10	758.03	756.61	-	-
<b>Total</b>	<b>607.34</b>	<b>661.10</b>	<b>758.03</b>	<b>756.61</b>	<b>7,500,000</b>	<b>750.00</b>

Annexure 6.1 The status of the company up to 08<sup>th</sup> May, 2019 was partnership firm. For the purpose of Restated Financial Statements, the accounts of the partnership firm for the year ended on March 31 2017, 2018 and 2019 and for the period ended on 08<sup>th</sup> May, 2019 have been recast in accordance with the requirements of Schedule III of the Companies Act, 2013. Thus, Share Capital disclosed for these years represents Partners' Capital in the partnership firm.



**Annexure 6.2** The Company has only one class of equity shares having face value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees.

**Annexure 6.3 Reconciliation of Number of Shares**

Particulars	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019	
	Amt. Rs.	Amt. Rs.	Amt. Rs.	Amt. Rs.	Number	Amt. Rs.
Shares outstanding at the beginning of the year	-	-	-	-	-	-
Shares Issued during the year	-	-	-	-	7,500,000	750.00
Shares outstanding at the end of the year	-	-	-	-	7,500,000	750.00

**Annexure 6.4 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company.**

Name of Shareholder	As at					
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019	
	% of Holding	% of Holding	% of Holding	% of Holding	No. of Shares held	% of Holding
Ashok Gupta	N.A.	N.A.	N.A.	N.A.	1,750,500	23.34%
Pardeep Kumar Gupta	N.A.	N.A.	N.A.	N.A.	1,749,750	23.33%
Bhushan Gupta	N.A.	N.A.	N.A.	N.A.	1,749,750	23.33%
Anita Gupta	N.A.	N.A.	N.A.	N.A.	750,000	10.00%
Sandhya Gupta	N.A.	N.A.	N.A.	N.A.	750,000	10.00%
Archana Gupta	N.A.	N.A.	N.A.	N.A.	375,000	5.00%
Anu Gupta	N.A.	N.A.	N.A.	N.A.	375,000	5.00%

**Reserves And Surplus**

**Annexure - 7  
(Rs. in Lakhs)**

Particulars	As at				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>A. Surplus</b>					
Opening balance	-	-	-	-	-
(+) Net Profit/(loss) for the current year	-	-	-	-	(0.0057)
Closing Balance	-	-	-	-	<b>(0.0057)</b>
<b>Total</b>	-	-	-	-	<b>(0.0057)</b>

**Long Term Borrowings**

**Annexure - 8  
(Rs. in Lakhs)**

Particulars	As at				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>Unsecured</b>					
(a) Loans & Advances from Related Parties	579.36	414.08	500.38	267.69	272.98
(b) Loans & Advances from Others	245.05	389.40	1,247.91	1,280.77	1,280.77
<b>Total</b>	<b>824.42</b>	<b>803.48</b>	<b>1,748.29</b>	<b>1,548.47</b>	<b>1,553.75</b>



## Short Term Borrowings

Annexure - 9  
(Rs. in Lakhs)

Particulars	As at				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>Secured</b>					
<b>(a) Loans repayable on demand</b>					
Cash Credit	4,355.63	3,578.82	6,227.80	6,525.51	6,525.51
Bank Overdraft	642.78	597.88	402.75	399.50	399.50
<b>Total</b>	<b>4,998.41</b>	<b>4,176.70</b>	<b>6,630.55</b>	<b>6,925.01</b>	<b>6,925.01</b>

# Loans repayable on demand are secured by way of hypothecation of stock and book debts alongwith equitable mortgage on properties owned by partners/ directors.

### Nature of Security and Terms of Repayment For Short Term Borrowings

Annexure - 9 A

Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Loan	Amount outstanding as at 09.05.19	Charges for facility	Security / Principal terms and conditions
1	Axis Bank	Overdraft Facility of Rs. 400.00 Lacs	2-Jan-2018	400 Lacs	399.50 Lacs	Interest at a year MCLR Plus 1% i.e. 8.8%	<ol style="list-style-type: none"> <li>Equitable Mortgage charge over the vacant residential plot owned by Mrs Anita Gupta w/o Mr Ashok Gupta, situated at Plot No 47, Shakti Khand -II, Indirapuram, Ghaziabad, UP having area of 434.00 Sq. Yds.</li> <li>Equitable Mortgage charge over the vacant residential plot owned by Mrs Anita Gupta w/o Mr Ashok Gupta, situated at Plot No 48, Shakti Khand -II, Indirapuram, Ghaziabad, UP having area of 432.00 Sq. Yds.</li> <li>Equitable Mortgage charge over the vacant residential plot owned by Mr Ashok Gupta s/o S K Gupta, situated at Plot No 557, Land Area Measuring 236.50 Sq Mtr or 282.85 Sq Yds., in HUDA Urban Estate, Sector -43, Gurgaon, Tehsil &amp; Distt, Gurgaon, Haryana.</li> <li>It is also secured by Personal Guarantees of Mr Pradeep Gupta, Mr Ashok Gupta, Mr Bhushan Gupta and Mrs. Anita Gupta</li> </ol>
2	Deutsche Bank	Cash Credit of Rs.1765.00 Lacs	24-Dec-2018	1765.00 Lacs	1762.61Lacs	Interest at a year MCLR Plus 0.70 %	<p><b>Primary Security</b> Hypothecation charge on Stock and book debts in favour of Deutsche Bank.</p> <p><b>Collateral Security</b></p> <ol style="list-style-type: none"> <li>Mortgage by deposit of title deeds pertaining to residential property bearing House No 55, GF &amp; FF, Dayanand Vihar, Delhi-110060 held in the name of Anita Gupta &amp; Ashok Gupta.</li> <li>Mortgage by deposit of title deeds pertaining to residential property bearing D-76, Sector -105, Noida - 201301 held in the name Bhushan Gupta.</li> <li>Mortgage by deposit of title deeds pertaining to residential property bearing Plot no 95, Dayanand Vihar, Delhi -110092 held in the name Sudhir Gupta &amp; Shalini Gupta.</li> <li>Mortgage by deposit of title deeds pertaining to residential property bearing Plot no 57, Block D Sector - 105 UP 201301 held in the name Bhushan Gupta.</li> <li>Mortgage by deposit of title deeds pertaining to residential property bearing House No 4/8, Second &amp; Third Floor, East Patel Nagar held in the name Bhushan Gupta.</li> <li>Mortgage by deposit of title deeds pertaining to residential property bearing Plot No 52, Block C, Sector 108, Noida-201301 held in the name of Anita Gupta.</li> <li>Mortgage by deposit of title deeds pertaining to residential property bearing Plot No 188, Block C, Sector 108, Noida-201301 held in the name of Sandhaya Gupta.</li> </ol>
3	Indusind Bank	Cash Credit of Rs.1500.00 Lacs	18-Jan-2019	1500.00 Lacs	1212.52 Lacs	Interest at a year MCLR Plus 0.25%	Secured against Stock



						i.e. 9.5%	
4	Oriental Bank of Commerce	Cash Credit of Rs.500.00 Lacs	14-Dec-2018	500.00 Lacs	445.76 Lacs	Interest at a year MCLR Plus 1 %	Pledge of Original ware house / Storage receipts (SMP) issued by Star Agri Warehousing and Collateral Management Limited.
5	State Bank of India	Cash Credit of Rs.1500.00 Lacs	12-Jan-2018	2500.00Lacs	2484.57 Lacs	Interest at a year MCLR Plus 1 .25%	<b>Primary Security</b> Charge over Warehouse Receipt with lien marked in favour of Bank. <b>Collateral Security</b> Personal Guarantee of Shri Ashok Gupta, Shri Bhushan Gupta & Shri Pardeep Kumar Gupta
6	Yes Bank	Cash Credit of Rs.1500.00 Lacs	22-Feb-2019	1500.00 Lacs	620.06 Lacs	Interest at a year MCLR Plus 1 .55%	1. Pledge of Original warehouse / Storage receipts with lien noted in favour of the Bank (Pledge of Agri Commodities) 2. Undated Cheque from the borrower for full facility amount to be obtained from the Borrower in favor of Yes Bank Ltd only. 3. Unconditional and Irrevocable personal guarantee of Mr Ashok Gupta, Mr. Pardeep Kumar Gupta and Mr Bhushan Gupta to be valid till the tenor of facility.

\* The above figures are as per the Latest Sanctioned Letter of renewal of Loans.

\* The rate of interest given above is MCLR plus spread as agreed with the lenders in the respective facility letters.

### Trade Payables

**Annexure - 10**  
**(Rs. in Lakhs)**

Particulars	As at				
	31st March 2017	31st March 2018	31st March 2019	08th May 2019	9th May, 2019
(a) Micro, Small and Medium Enterprise	-	-	-	-	-
(b) Others	8,100.31	8,005.71	9,182.50	12,260.11	12,217.27
<b>Total</b>	<b>8,100.31</b>	<b>8,005.71</b>	<b>9,182.50</b>	<b>12,260.11</b>	<b>12,217.27</b>

### Other Current Liabilities

**Annexure - 11**  
**(Rs. in Lakhs)**

Particulars	As at				
	31st March 2017	31st March 2018	31st March 2019	08th May 2019	9th May, 2019
(i) Duties & Taxes	3.61	14.95	6.91	5.07	5.07
(ii) Advanced from Customers	827.76	-	696.63	378.95	185.51
(iii) Other Expenses Payables	-	1.75	-	-	-
(iv) Book Overdraft *	-	-	60.22	479.43	477.36
<b>Total</b>	<b>831.37</b>	<b>16.70</b>	<b>763.76</b>	<b>863.45</b>	<b>667.93</b>

Note: Book Overdraft represents current account maintained with Deutsche Bank. It is showing credit balance due to cheques issued but not presented in Bank for clearing.

### Short Term Provisions

**Annexure - 12**  
**(Rs. in Lakhs)**

Particulars	As at				
	31st March 2017	31st March 2018	31st March 2019	08th May 2019	9th May, 2019
<b>Provision For</b>					
(a) Employee benefits	1.27	2.19	3.40	0.91	0.91
(b) Others	18.58	7.35	32.55	54.56	54.56
<b>Total</b>	<b>19.85</b>	<b>9.54</b>	<b>35.94</b>	<b>55.48</b>	<b>55.48</b>

**Property, Plant and Equipment**
**Annexure – 13  
(Rs. In Lacs)**

#	Particulars	Gross Block			Accumulated Depreciation				Net Block		
		Balance as at 1 April 2016	Additions	Disposal/Adjustment	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charge for the year	Deductions/Adjustments	Balance as at 31 March 2017	Balance as at 31 March 2016	Balance as at 1 April 2017
a	<b>Tangible Assets</b>										
1	Computer	0.73	0.88	-	1.61	0.69	0.29	-	0.99	0.04	0.62
2	Furniture	0.22	-	-	0.22	0.20	0.00	-	0.21	0.02	0.01
3	Motors Vehicle	16.60	-	-	16.60	5.12	3.45	-	8.57	11.48	8.03
4	Office Equipment	0.59	0.04	-	0.62	0.56	0.01	-	0.57	0.03	0.06
	<b>Total</b>	18.13	0.92	-	19.04	6.57	3.75	-	10.32	11.56	8.72

#	Particulars	Gross Block			Accumulated Depreciation				Net Block		
		Balance as at 1 April 2017	Additions	Disposal/Adjustment	Balance as at 31 March 2018	Balance as at 1 April 2017	Depreciation charge for the year	Deductions / Adjustments	Balance as at 31 March 2018	Balance as at 31 March 2017	Balance as at 1 April 2018
a	<b>Tangible Assets</b>										
1	Computer	1.61	1.43	-	3.04	0.99	0.92	-	1.91	0.62	1.13
2	Furniture	0.22	-	-	0.22	0.21	0.00	-	0.21	0.01	0.01
3	Motors Vehicle	16.60	-	-	16.60	8.57	2.39	-	10.95	8.03	5.64
4	Office Equipment	0.62	0.22	-	0.84	0.57	0.04	-	0.60	0.06	0.24
	<b>Total</b>	19.04	1.65	-	20.69	10.32	3.35	-	13.67	8.72	7.02

#	Particulars	Gross Block			Accumulated Depreciation				Net Block		
		Balance as at 1 April 2018	Additions	Disposal/Adjustment	Balance as at 31 March 2019	Balance as at 1 April 2018	Depreciation charge for the year	Deductions / Adjustments	Balance as at 31 March 2019	Balance as at 31 March 2018	Balance as at 1 April 2019
A	<b>Tangible Assets</b>										
1	Computer	3.04	1.51	-	4.55	1.91	0.98	-	2.88	1.13	1.67
2	Furniture	0.22	-	-	0.22	0.21	-	-	0.21	0.01	0.01
3	Motors Vehicle	16.60	1.50	1.08	17.02	10.95	1.76	0.66	12.06	5.64	4.96
4	Office Equipment	0.84	0.46	-	1.29	0.60	0.22	-	0.82	0.24	0.47
	<b>Total</b>	20.69	3.47	1.08	23.08	13.67	2.96	0.66	15.97	7.02	7.11

#	Particulars	Gross Block			Accumulated Depreciation				Net Block		
		Balance as at 1 April 2019	Additions	Disposal/Adjustment	Balance as at 08 May 2019	Balance as at 1 April 2019	Depreciation charge for the year	Deductions/Adjustments	Balance as at 08 May 19	Balance as at 31 March 2019	Balance as at 08 May 2019
a	<b>Tangible Assets</b>										
1	Computer	4.55	-	-	4.55	2.88	0.07	-	2.95	1.67	1.60
2	Furniture	0.22	-	-	0.22	0.21	-	-	0.21	0.01	0.01
3	Motors Vehicle	17.02	-	-	17.02	12.06	0.12	-	12.18	4.96	4.84
4	Office Equipment	1.29	0.26	-	1.55	0.82	0.02	-	0.84	0.47	0.71
	<b>Total</b>	23.08	0.26	-	23.34	15.97	0.21	-	16.18	7.11	7.16



#	Particulars	Gross Block			Accumulated Depreciation				Net Block		
		Balance as at 8 May 2019	Additions	Disposal/Adjustment	Balance as at 09 May 2019	Balance as at 8 May 2019	Depreciation charge for the year	Deductions / Adjustments	Balance as at 09 May 19	Balance as at 8 May 2019	Balance as at 09 May 2019
a	<b>Tangible Assets</b>										
1	Computer	4.55	-	-	4.55	2.95	0.00	-	2.96	1.60	1.60
2	Furniture	0.22	-	-	0.22	0.21	-	-	0.21	0.01	0.01
3	Motors Vehicle	17.02	-	-	17.02	12.18	0.00	-	12.18	4.84	4.84
4	Office Equipment	1.55	-	-	1.55	0.84	0.00	-	0.84	0.71	0.71
	<b>Total</b>	<b>23.34</b>	<b>-</b>	<b>-</b>	<b>23.34</b>	<b>16.18</b>	<b>0.01</b>	<b>-</b>	<b>16.18</b>	<b>7.16</b>	<b>7.15</b>

Note: Since the Company was converted form Partnership firm on 9th may 2019, all Property, plant & equipment are in the name Partnership Firm.

#### Deferred Tax Assets (Net)

Annexure – 14  
(Rs. In Lacs)

Particulars	As on 31.03.2017	As on 31.03.2018	As on 31.03.2019	As on 08.05.2019	As on 09.05.2019
Written Down Value of Property, plant & equipment as per Companies Act, 2013	8.72	7.02	7.11	7.16	7.15
Written Down Value of Property, plant & equipment as per Income tax Act, 1961	11.48	10.65	11.12	11.15	11.15
Timing Difference	2.76	3.63	4.01	3.99	3.99
<b>Total</b>	<b>2.76</b>	<b>3.63</b>	<b>4.01</b>	<b>3.99</b>	<b>3.99</b>
<b>Tax effect on timing differences resulting in Deferred tax Assets/ (Liabilities) - As shown in Balance Sheet</b>	<b>0.91</b>	<b>1.20</b>	<b>1.34</b>	<b>1.33</b>	<b>1.33</b>
<b>Transferred to Statement of Profit &amp; Loss</b>	<b>0.44</b>	<b>0.29</b>	<b>0.14</b>	<b>-</b>	<b>-</b>

#### Long Term Loans and Advances

Annexure – 15  
(Rs. In Lacs)

Particulars	As at				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>Unsecured and Considered Good</b>					
a. Loans to Related Parties	58.47	38.22	-	-	-
b.Capital Advances	7.75	7.75	7.75	7.75	7.75
c. Others	24.73	150.21	-	-	-
d.Security Deposits	7.35	113.89	5.26	27.52	27.52
<b>Total</b>	<b>98.30</b>	<b>310.08</b>	<b>13.01</b>	<b>35.27</b>	<b>35.27</b>

#### Inventories

Annexure – 16  
(Rs. In Lacs)

Particulars	As at				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
Stock-in-Trade (Valued at Lower of Cost or NRV as per FIFO Method)	7,715.19	7,272.91	11,256.18	11,490.88	11,490.88
<b>Total</b>	<b>7,715.19</b>	<b>7,272.91</b>	<b>11,256.18</b>	<b>11,490.88</b>	<b>11,490.88</b>



**Trade Receivables**

**Annexure – 17  
(Rs. In Lacs)**

Particulars	As at				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>Unsecured, Considered Good</b>					
- Outstanding for a period exceeding 6 months	976.88	66.34	17.02	17.02	17.02
- Other receivables	5,772.76	4,843.94	6,110.00	9,698.05	9,425.51
<b>Total</b>	<b>6,749.64</b>	<b>4,910.28</b>	<b>6,127.01</b>	<b>9,715.07</b>	<b>9,442.53</b>
<b>Unsecured and Considered Doubtful</b>					
- Outstanding for a period exceeding 6 months	58.34	58.34	58.34	58.34	58.34
<b>Total</b>	<b>58.34</b>	<b>58.34</b>	<b>58.34</b>	<b>58.34</b>	<b>58.34</b>
<b>Grand Total</b>	<b>6,807.98</b>	<b>4,968.62</b>	<b>6,185.35</b>	<b>9,773.40</b>	<b>9,500.87</b>

**Cash and Cash Equivalents**

**Annexure – 18  
(Rs. In Lacs)**

Particulars	As at				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
a. Balances with banks					
- In Current Accounts	24.04	2.00	0.61	0.66	0.66
b. Cash on hand	15.31	19.28	13.69	5.15	5.15
<b>Total</b>	<b>39.36</b>	<b>21.28</b>	<b>14.30</b>	<b>5.81</b>	<b>5.81</b>

**Short Term Loans and Advances**

**Annexure – 19  
(Rs. In Lacs)**

Particulars	As at				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>Unsecured, Considered Good</b>					
a. Advance to Suppliers	707.92	684.67	1,058.32	269.95	302.81
b. Balance with Government Authorities	4.43	407.79	583.47	826.87	826.87
c. Others (specify nature)	-	-	0.40	-	-
<b>Total</b>	<b>712.35</b>	<b>1,092.46</b>	<b>1,642.18</b>	<b>1,096.82</b>	<b>1,129.68</b>

**Revenue From Operations**

**Annexure – 20  
(Rs. In Lacs)**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
Sale of products	56,193.35	96,369.54	127,244.11	16,558.06	-
Other Operating Revenue	129.28	173.23	56.68	-	-
<b>Total</b>	<b>56,322.63</b>	<b>96,542.77</b>	<b>127,300.78</b>	<b>16,558.06</b>	<b>-</b>

**Particulars Of Revenue**

**Annexure – 20 A  
(Rs. In Lacs)**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
<b>Sale of Traded Goods Comprised</b>					
<b>Milk &amp; Allied Products</b>	56,193.35	96,369.54	127,244.11	16,558.06	-
<b>Other Operating Revenue</b>	129.87	173.23	56.68	-	-
<b>Total</b>	<b>56,322.63</b>	<b>96,542.77</b>	<b>127,300.78</b>	<b>16,558.06</b>	<b>-</b>



**Other Income**

**Annexure – 21  
(Rs. In Lacs)**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
Interest Income	-	0.65	13.37	-	-
Other Income	7.25	-	-	4.75	-
<b>Total</b>	<b>7.25</b>	<b>0.65</b>	<b>13.37</b>	<b>4.75</b>	<b>-</b>

**Purchases of Stock-in-Trade**

**Annexure – 22  
(Rs. In Lacs)**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
Purchase of Traded Goods	61,698.20	95,072.19	128,718.24	16,376.01	-
<b>Total</b>	<b>61,698.20</b>	<b>95,072.19</b>	<b>128,718.24</b>	<b>16,376.01</b>	<b>-</b>

**Changes in Inventories**

**Annexure – 23  
(Rs. In Lacs)**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
Inventories at the beginning of the year	1,730.27	7,715.19	7,272.91	11,256.18	11,490.88
Inventories at the end of the year	7,715.19	7,272.91	11,256.18	11,490.88	11,490.88
<b>Net(Increase)/decrease</b>	<b>(5,984.92 )</b>	<b>442.28</b>	<b>(3,983.27 )</b>	<b>(234.70 )</b>	<b>-</b>

**Employee Benefit Expenses**

**Annexure – 24  
(Rs. In Lacs)**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
Salaries and Wages	30.67	41.59	70.49	8.08	-
<b>Total</b>	<b>30.67</b>	<b>41.59</b>	<b>70.49</b>	<b>8.08</b>	<b>-</b>

**Finance Cost**

**Annexure – 25  
(Rs. In Lacs)**

Loans & Advances	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
(a) Interest expense :-					
(i)Bank Borrowings	255.17	208.49	195.38	70.65	-
(ii)Other Borrowings	85.23	82.91	107.22	16.71	-
(b) Other finance charges	26.50	6.33	10.53	0.66	-
<b>Total</b>	<b>366.90</b>	<b>297.73</b>	<b>313.13</b>	<b>88.02</b>	<b>-</b>



## Depreciation

Annexure – 26  
(Rs. In Lacs)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
Depreciation	3.75	3.35	2.96	0.21	0.01
<b>Total</b>	<b>3.75</b>	<b>3.35</b>	<b>2.96</b>	<b>0.21</b>	<b>0.01</b>

## Other Expenses

Annexure – 27  
(Rs. In Lacs)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended on 08 May 2019	For the period ended on 09 May 2019
Freight & Labour	3.83	295.37	1,299.97	224.42	-
Selling & Distribution Expenses	65.65	118.67	182.50	33.62	-
Other Administrative Expenses	8.73	5.85	10.32	1.18	-
<b>Total</b>	<b>78.22</b>	<b>419.89</b>	<b>1,492.78</b>	<b>259.22</b>	<b>-</b>

## Summary of Accounting Ratios

Annexure – 28  
(Rs. In Lacs)

Ratios	For the year ended 31 March 2017	For the year ended 31 March 2018	For the year ended 31 March 2019	For the period ended 08 May 2019	For the day ended 09 May 2019
Restated PAT as per P& L Account	91.77	178.33	466.09	43.95	(0.01)
Weighted Average Number of Equity Shares at the end of the Year/Period	7,500,000	7,500,000	7,500,000	7,500,000	7,500,000
No. of equity shares at the end of the year/period	7,500,000	7,500,000	7,500,000	7,500,000	7,500,000
Net Worth	607.34	661.10	758.03	756.61	749.99
<b>Earnings Per Share</b>					
Basic & Diluted (Rs.)	1.22	2.38	6.21	0.59	(0.00)
<b>Return on Net Worth (%)</b>	15.11%	26.97%	61.49%	5.81%	0.00%
<b>Net Asset Value Per Share (Rs)</b>	8.10	8.81	10.11	10.09	10.00
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00

### 1. Ratios have been calculated as below

*Basic and Diluted Earnings Per Share (EPS) (Rs.)*

*Restated Profit after Tax available to equity Shareholders*  


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*Weighted Average Number of Equity Shares at the end of the year / period*



*Return on Net Worth (%)* Restated Profit after Tax available to equity Shareholders  
Restated Net Worth of Equity Shareholders

*Net Asset Value per equity share (Rs.)* Restated Net Worth of Equity Shareholders  
Number of Equity Shares outstanding at the end of the year / period

2. The status of the Company prior to 08th May 2019 was that of a partnership firm. Hence, EPS and NAV per share for all the periods/ years prior to 08th May 2019 have been calculated by considering the number of shares outstanding as at 09th May 2019.
3. Net worth as at 09th May 2019 has been taken excluding partners' capital which has been converted in to unsecured loan account on 09th May 2019.

**Statement of Tax Shelters**

**Annexure – 29**

**(Rs. In Lacs)**

Particulars	Period ended				
	31.03.2017	31.03.2018	31.03.2019	08.05.2019	09.05.2019
<b>Profit before tax as per books (A)</b>	<b>137.06</b>	<b>266.40</b>	<b>699.84</b>	<b>65.97</b>	<b>(0.01)</b>
<i>Normal Corporate Tax Rate (%)</i>	<i>33.06%</i>	<i>33.06%</i>	<i>33.38%</i>	<i>33.38%</i>	<i>33.38%</i>
<i>Normal Corporate Tax Rate (Other Source)(%)</i>	<i>33.06%</i>	<i>33.06%</i>	<i>33.38%</i>	<i>33.38%</i>	<i>33.38%</i>
<i>MAT Rates</i>	<i>20.389%</i>	<i>20.389%</i>	<i>20.966%</i>	<i>20.966%</i>	<i>20.966%</i>
<i>Tax at notional rate of profits</i>	<i>45.32</i>	<i>88.08</i>	<i>233.63</i>	<i>22.02</i>	<i>-</i>
<b>Adjustments :</b>					
<b>Permanent Differences(B)</b>					
<i>Expenses disallowed under Income Tax Act, 1961</i>	<i>-</i>	<i>-</i>	<i>-</i>		<i>-</i>
<i>Donation Disallowed</i>	<i>-</i>	<i>-</i>	<i>-</i>		<i>-</i>
<i>TDS Interest</i>	<i>-</i>	<i>-</i>	<i>-</i>		<i>-</i>
<i>Late Filing Fee</i>	<i>-</i>	<i>-</i>	<i>-</i>		<i>-</i>
<i>Loss /(Profit) on Sale of Property, plant &amp; equipment</i>	<i>-</i>	<i>-</i>	<i>0.05</i>	<i>-</i>	<i>-</i>
<i>Penalty of TDS</i>	<i>0.02</i>	<i>-</i>	<i>-</i>		<i>-</i>
<b>Total Permanent Differences(B)</b>	<b>0.02</b>	<b>-</b>	<b>0.05</b>	<b>-</b>	<b>-</b>
<b>Income considered separately (C)</b>	<b>0.05</b>	<b>0.65</b>	<b>13.37</b>	<b>-</b>	<b>-</b>
<b>Total Income considered separately (C)</b>	<b>0.05</b>	<b>0.65</b>	<b>13.37</b>	<b>-</b>	<b>-</b>
<b>Timing Differences (D)</b>					
<i>Difference between tax depreciation &amp; book depreciation</i>					



<i>Depreciation As Per Book</i>	3.75	3.35	2.96	0.21	0.01
<i>Depreciation As Per Income Tax</i>	2.51	2.50	2.26	0.22	0.01
<i>Difference due to any other items of addition u/s 28 to 44DA</i>	-	-	-		-
<b>Total Timing Differences (D)</b>	<b>1.24</b>	<b>0.84</b>	<b>0.70</b>	<b>(0.01)</b>	<b>(0.00)</b>
<b>Net Adjustments E = (B+D)</b>	<b>1.26</b>	<b>0.84</b>	<b>0.75</b>	<b>(0.01)</b>	<b>(0.00)</b>
<b>Tax expense / (saving) thereon</b>	0.42	0.28	0.25	(0.00)	(0.00)
<b>Income from Other Sources (F)</b>	0.05	0.65	13.37	-	-
<b>Loss of P.Y. Brought Forward &amp; Adjusted(G)</b>					
<i>Taxable Income/(Loss) (A+E-C+G+F)</i>	<b>138.32</b>	<b>267.24</b>	<b>700.59</b>	<b>65.96</b>	<b>(0.01)</b>
<b>Taxable Income/(Loss) as per MAT</b>	137.06	266.40	699.84	65.97	(0.01)
<b>Tax as per MAT</b>	27.94	54.32	144.07	13.58	-
<b>Basic Tax</b>	25.36	49.28	129.47	12.20	-
<b>Surcharge</b>	1.77	3.45	9.06	0.85	-
<b>EducationCess</b>	0.81	1.58	5.54	0.52	-
<b>Tax as per Normal Calculation</b>	45.73	88.36	233.88	22.02	-
<b>Basic Tax</b>	41.50	80.17	210.18	19.79	-
<b>Surcharge</b>	2.90	5.61	14.71	1.39	-
<b>EducationCess</b>	1.33	2.57	9.00	0.85	-
<b>Income Tax as returned/computed</b>	45.73	88.36	233.88	22.02	-
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal	Normal

*Note: For the purpose of calculation Statement of Tax Shelter to arrive at the Effects of provision Depreciation as per Income Tax for 8th May 2019 and 9th May 2019 have been Proportionate.*

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## Details of Related Party Transactions

Annexure – 30  
(Rs. In Lacs)

### Related Parties Covered :

#### (i) Key Managerial Personnel and their Relatives: -

For the day 09th May 2019	From 1st April 2019 to 8th May 2019	For the year ended March 31,		
		2019	2018	2017
<i>Mr Ashok Gupta</i>	<i>Mr Ashok Gupta</i>	<i>Mr Ashok Gupta</i>	<i>Mr Ashok Gupta</i>	<i>Mr Ashok Gupta</i>
<i>Mr Pardeep Kumar Gupta</i>	<i>Mr Pardeep Kumar Gupta</i>	<i>Mr Pardeep Kumar Gupta</i>	<i>Mr Pardeep Kumar Gupta</i>	<i>Mr Pardeep Kumar Gupta</i>
<i>Mr Bhushan Gupta</i>	<i>Mr Bhushan Gupta</i>	<i>Mr Bhushan Gupta</i>	<i>Mr Bhushan Gupta</i>	<i>Mr Bhushan Gupta</i>
<i>Mrs Anita Gupta</i>	<i>Mrs Anita Gupta</i>	<i>Mrs Anita Gupta</i>	<i>Mrs Anita Gupta</i>	<i>Mrs Anita Gupta</i>
<i>Mrs Archana Gupta</i>	<i>Mrs Archana Gupta</i>	<i>Mrs Archana Gupta</i>	<i>Mrs Archana Gupta</i>	<i>Mrs Archana Gupta</i>
<i>Mrs. Sandhaya Gupta</i>	<i>Mrs. Sandhaya Gupta</i>	<i>Mrs. Sandhaya Gupta</i>	-	<i>Mrs. Sandhaya Gupta</i>
<i>Mr Anu Gupta</i>	<i>Mr Anu Gupta</i>	<i>Mr Anu Gupta</i>	<i>Mr Anu Gupta</i>	<i>Mr Anu Gupta</i>
-	<i>Mr Shri Kishan Gupta</i>	<i>Mr Shri Kishan Gupta</i>	<i>Mr Shri Kishan Gupta</i>	<i>Mr Shri Kishan Gupta</i>
-	-	<i>Ms Lakshita Gupta</i>	<i>Ms Lakshita Gupta</i>	<i>Ms Lakshita Gupta</i>

#### (ii) Enterprises having significant influence of Director or KMP:

For the day 09th May 2019	From 1st April 2019 to 8th May 2019	For the year ended March 31,		
		2019	2018	2017
-	<i>M/s Anandita Foods Private Limited</i>	<i>M/s Anandita Foods Private Limited</i>	<i>M/s Anandita Foods Private Limited</i>	<i>M/s Anandita Foods Private Limited</i>
-	-	<i>M/s Expert Buildwell Private Limited</i>	<i>M/s Expert Buildwell Private Limited</i>	-
-	<i>M/s Bhushan Gupta &amp; Sons HUF</i>	<i>M/s Bhushan Gupta &amp; Sons HUF</i>	<i>M/s Bhushan Gupta &amp; Sons HUF</i>	<i>M/s Bhushan Gupta &amp; Sons HUF</i>
-	<i>M/s Shri Kishan Ashok Kumar HUF</i>	<i>M/s Shri Kishan Ashok Kumar HUF</i>	<i>M/s Shri Kishan Ashok Kumar HUF</i>	<i>M/s Shri Kishan Ashok Kumar HUF</i>
-	<i>M/s Nagina Foods Private Limited</i>	<i>M/s Nagina Foods Private Limited</i>	<i>M/s Nagina Foods Private Limited</i>	<i>M/s Nagina Foods Private Limited</i>



Name	Nature of Transaction	Amount of Transaction Debited in 2016-17	Amount of Transaction Credited in 2016-17	Amount Outstanding (Payable)/Receivable as on 31.03.17	Amount of Transaction Debited in 2017-18	Amount of Transaction Credited in 2017-18	Amount Outstanding (Payable)/Receivable as on 31.03.18	Amount of Transaction Debited in 2018-19	Amount of Transaction Credited in 2018-19	Amount Outstanding (Payable)/Receivable as on 31.03.19	Amount of Transaction Debited upto 08.05.2019	Amount of Transaction Credited upto 08.05.2019	Amount Outstanding (Payable)/Receivable as on 08.05.19	Amount of Transaction Debited on 09.05.2019	Amount of Transaction Credited on 09.05.2019	Amount Outstanding (Payable)/Receivable as on 09.05.19
<b>Entities in which KMP / relatives of KMP have significant influence</b>																
Anandita Foods Private Limited	Unsecured Loan	-	-	(20.00)	-	-	(21.08)	-	-	(22.22)	-	-	(22.34)	-	-	(22.34)
	Interest on Loan	-	-	-	1.20	-	-	1.26	-	-	0.14	-	-	-	-	-
Expert Buildwell Private Limited	Unsecured Loan	-	-	(47.00)	-	-	(49.54)	51.78	-	-	-	-	-	-	-	-
	Interest on Loan	-	-	-	2.82	-	-	2.49	-	-	-	-	-	-	-	-
Bhushan Gupta & Sons HUF	Unsecured Loan	47.16	85.44	(60.99)	45.30	-	(18.59)	19.36	-	-	15.08	15.00	-	-	-	-
	Interest on Loan	-	-	-	3.22	-	-	0.86	-	-	0.09	-	-	-	-	-
Shri Kishan Ashok Kumar HUF	Unsecured Loan	36.05	54.50	(33.05)	114.83	103.33	(24.55)	24.09	97.00	(102.95)	102.95	-	-	-	-	-
	Interest on Loan	0.98	-	-	2.93	-	-	6.10	-	-	0.64	-	-	-	-	-
Nagina Foods Private Ltd.	Purchase	198.03	-	-	2,650.72	-	-	2,188.43	-	-	744.50	-	(790.42)	-	-	(564.42)
	Sales	-	-	-	-	443.96	-	-	407.28	-	-	-	-	-	-	-
<b>Relatives of KMP</b>																
Anita Gupta	Unsecured Loan	70.10	97.50	(146.91)	23.27	-	(131.35)	75.61	13.34	(75.66)	80.33	5.39	-	-	-	-
Anita Gupta	Interest on Loan	6.96	-	-	7.92	-	-	7.31	-	-	0.45	-	-	-	-	-
Anita Gupta	Remuneration	-	-	-	-	-	-	0.60	-	-	0.38	-	-	-	-	-
Anita Gupta	Interest on Capital	-	-	-	-	-	-	0.75	-	-	0.47	-	-	-	-	-
Anu Gupta	Unsecured Loan	-	-	-	100.00	55.00	(2.99)	112.50	110.34	(4.08)	6.24	2.69	-	-	-	-
Anu Gupta	Interest on Loan	24.29	-	(44.94)	3.12	-	-	3.61	-	-	0.03	-	-	-	-	-
Anu Gupta	Remuneration	-	-	-	-	-	-	0.30	-	-	0.19	-	-	-	-	-
Anu Gupta	Interest on Capital	-	-	-	-	-	-	0.38	-	-	0.24	-	-	-	-	-
Archana Gupta	Unsecured Loan	30.32	-	(55.31)	101.30	45.00	(2.49)	113.50	110.92	(3.06)	5.21	2.69	-	-	-	-
Archana Gupta	Interest on Loan	-	-	-	3.87	-	-	3.50	-	-	0.02	-	-	-	-	-
Archana Gupta	Remuneration	-	-	-	-	-	-	0.30	-	-	0.19	-	-	-	-	-
Archana Gupta	Interest on Capital	-	-	-	-	-	-	0.38	-	-	0.24	-	-	-	-	-



Lakshita Gupta	Unsecured Loan	2.50	-	(146.16)	15.28	-	(138.30)	138.30	-	-	-	-	-	-	-	-
	Interest on Loan	80.91	-	-	82.47	-	-	2.55	-	-	-	-	-	-	-	-
Sudhir Gupta	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Interest on Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shalini Gupta	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Interest on Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shri Kishan Gupta	Unsecured Loan	-	-	(25.00)	-	-	(25.19)	10.30	15.30	(30.00)	30.23	-	-	-	-	(30.23)
	Interest on Loan	3.00	-	-	2.56	-	-	2.70	-	-	0.23	-	-	-	-	-
Sandhaya Gupta	Unsecured Loan	70.35	-	58.47	-	-	-	-	-	-	-	-	-	-	-	-
Sandhaya Gupta	Interest on Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sandhaya Gupta	Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sandhaya Gupta	Interest on Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>KMP</b>																
Ashok Gupta	Unsecured Loan	-	-	-	-	-	-	6.50	189.43	(183.67)	34.43	12.58	(122.49)	1.54	-	(124.03)
Ashok Gupta	Interest on Loan	-	-	-	-	-	-	0.81	-	-	1.00	-	-	-	-	-
Ashok Gupta	Remuneration	5.40	-	-	5.40	-	-	11.40	-	-	0.89	-	-	-	-	-
Ashok Gupta	Interest on Capital	12.09	-	-	8.74	-	-	11.86	-	-	1.10	-	-	-	-	-
Pardeep Gupta	Unsecured Loan	-	-	-	-	-	-	14.00	46.76	(32.90)	5.00	-	(38.02)	1.54	-	(39.56)
Pardeep Gupta	Interest on Loan	-	-	-	-	-	-	0.16	-	-	0.19	12.57	-	-	-	-
Pardeep Gupta	Remuneration	5.40	-	-	5.40	-	-	11.40	-	-	0.89	-	-	-	-	-
Pardeep Gupta	Interest on Capital	21.17	-	-	15.17	-	-	14.38	-	-	1.10	-	-	-	-	-
Bhushan Gupta	Unsecured Loan	-	-	-	-	-	-	5.00	18.01	(13.04)	10.00	(20.57)	(21.06)	1.54	-	(22.60)
Bhushan Gupta	Interest on Loan	-	-	-	-	-	-	0.03	-	-	0.08	-	-	-	-	-
Bhushan Gupta	Remuneration	5.40	-	-	5.40	-	-	11.40	-	-	0.89	-	-	-	-	-
Bhushan Gupta	Interest on Capital	5.72	-	-	2.77	-	-	4.59	-	-	1.10	-	-	-	-	-
Sandhaya Gupta	Unsecured Loan	-	-	-	-	-	-	1,249.35	1,320.34	(32.80)	22.00	(53.89)	(63.77)	0.66	-	(64.43)
Sandhaya Gupta	Interest on Loan	-	-	-	-	-	-	0.03	-	-	2.35	-	-	-	-	-
Sandhaya Gupta	Remuneration	-	-	-	-	-	-	0.60	-	-	0.38	-	-	-	-	-
Sandhaya Gupta	Interest on Capital	-	-	-	-	-	-	0.75	-	-	0.47	-	-	-	-	-



Capitalisation Statement as at 09th May, 2019

Annexure – 31  
(Rs. In Lacs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	6,926.01	6,926.01
Long Term Debt (B)	1553.75	1553.75
<b>Total debts (C)</b>	<b>8,479.76</b>	<b>8,479.76</b>
<b>Shareholders' funds</b>		
Equity share capital	750.00	1,020.00
Reserve and surplus - as restated	(0.01)	2,429.99
<b>Total shareholders' funds</b>	<b>749.99</b>	<b>3,449.99</b>
<b>Long term debt / shareholders funds</b>	270.17	45.04
<b>Total debt / shareholders funds</b>	1,130.64	245.79

**Notes:**

1. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 09th May, 2018.
2. Long term Debts includes current maturities of long term debt.
3. For post issue Capitalization calculation has been done considering the allotment of shares in the IPO. Accordingly the figures of post issue of equity share capital and reserves & surplus has been adjusted. The figure of short term/long term debt as appearing on 09th May, 2019 has only been considered for calculation purpose.



## **OTHER FINANCIAL INFORMATION**

For Details on other financial information please refer to Annexure – 28 - Restated Standalone Statement of Accounting Ratios on page 161 under the chapter titled ‘Financial Statements as Restated’ beginning on page 143 of this Draft Prospectus.



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended May 08, 2019 and May 09, 2019 and for the financial year ended March 31, 2019 2018 and 2017. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 143 of the Draft Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 17 of this Draft Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 11 of this Draft Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Ramsons Food Products Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for Financial Years 2019, 2018 and 2017 included in this Draft Prospectus beginning on page 143 of this Draft Prospectus.*

### **BUSINESS OVERVIEW**

Our company was originally formed as Partnership Firm in the name and style of "M/s Ramsons" through partnership deed dated November 12, 2004. Subsequently the constitution of partnership firm was changed through partnership deed dated April 01, 2005, April 01, 2007, April 01, 2010 and February 01, 2019. Further, the Partnership Firm was converted into Public Limited Company "Ramsons Food Products Limited" on May 08, 2019 under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U51900DL2019PLC349813.

With our promoter's experience of over fifteen years in the sphere of trading of Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream, we understand effective market trends and demand, which has enabled us to cater various industries such as Fast-Moving Consumer Goods (FMCG) industries, other traders, retailers and industries which has aforesaid products as their ingredients for final product. Dedicated employees forming the part of our Company, we have grown from strength to strength under the dynamic leadership of our promoters and directors. The combined experience has propelled our Company to source and cater to the specific needs of various customers.

The Company is in business of trading of Clarified Butter (Ghee), Skimmed Milk Powder, Whey Powder, Fresh Milk, Milk Powder, Edible Oil, Butter, Cream and other related items used in various edible products.



## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD**

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Draft Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- The Board of Directors of our Company has approved and passed resolution on May 22, 2019 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
- The shareholders of our Company appointed Mr. Ashok Gupta, Mr. Pardeep Kumar Gupta and Mr. Bhushan Gupta as Whole Time Director in the Extra Ordinary General Meeting held on June 11, 2019.
- The shareholders of our Company appointed Mr. Vishal Jain and Mr. Prabhat Kumar Jain as Independent Directors in the Extra Ordinary General Meeting held on June 11, 2019.

## **SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 17 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Government spending on Dairy Sector;
- Company’s results of operations and financial performance;
- Performance of Company’s competitors;
- Significant developments in India’s economic and fiscal policies;
- Failure to adapt to the changing needs of industry and in particular Dairy Sector may adversely affect our business and financial condition;
- Volatility in the Indian and global capital market;

## **DISCUSSION ON RESULT OF OPERATION**

### ***Our Significant Accounting Policies***

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Financial Statements” beginning on page 143 of the Draft Prospectus.

### ***Overview of Revenue & Expenditure***

Our revenue and expenses are reported in the following manner:



## Revenues

### ◆ Revenue of operations

Our Company's revenue is primarily generated from Trading in Dairy Products.

### ◆ Other Income

Our other income mainly consists of interest from banks and commission.

(Rs. In Lakhs)

Revenue	For the period ended March 31,			For the month ended	
	2017	2018	2019	May 08, 2019	May 09, 2019*
Revenue from operations	56,322.63	96,542.77	1,27,300.78	16,558.06	-
As a % of total Income	99.99%	100.00%	99.99%	99.97%	-
Other Income	7.25	0.65	13.37	4.75	-
As a % of Total Income	0.01%	0.00%	0.01%	0.03%	-
<b>Total Revenue</b>	<b>56,329.88</b>	<b>96,543.42</b>	<b>1,27,314.15</b>	<b>16,562.81</b>	-

\*This Period represents Financials of Only One Day.

## Expenditure

Our total expenditure primarily consists of purchase of stock in trade, employee benefit expenses, finance costs, depreciation and amortization expenses and other expenses.

### ◆ Raw Materials

Our Company does not carry any manufacturing activity and only operates in trading business. Therefore no Raw Material is required to be procured for our business operations. But as a trader the Company does procure from various suppliers the stock of the products which it trades, for further details of our products please refer "Our Product" on page no. 87 of this Draft Prospectus.

### ◆ Employment Benefit Expenses

It includes Salaries and wages and other expenses.

### ◆ Other Expenses

It includes freight & labour, freight & forwarding expenses, selling and distribution expenses and other expenses.

### ◆ Finance Costs

Our finance costs mainly include Bank charges and interest and other borrowing costs.



#### ◆ Depreciation

Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on Written down Value (WDV) Method on pro rata basis.

### RESULTS OF OUR OPERATION

(Rs. In Lakhs)

Particulars	09-May-19	08-May-19	31-Mar-19	31-Mar-18	31-Mar-17
<b>Incomes:</b>					
Revenue from Operations	0	16558.06	127,300.78	96,542.77	56,322.63
% of total revenue		99.97%	99.99%	100.00%	99.99%
% Increase/(Decrease)		-87%	31.86%	71.41%	9.41%
Other income	0	4.75	13.37	0.65	7.25
% of total revenue		0.03%	0.01%	0.00%	0.01%
% Increase/(Decrease)		-64%	1956.92%	-91.03%	866.67%
<b>Total Revenue</b>	<b>0</b>	<b>16562.81</b>	<b>127,314.15</b>	<b>96,543.42</b>	<b>56,329.88</b>
		(110,751.34)	30,770.73	40,213.54	4,850.42
<b>Expenses:</b>		-86.99%	31.87%	71.39%	9.42%
Purchase of stock		16376.01	128,718.24	95,072.19	61,698.20
% of total revenue		98.87%	101.10%	98.48%	109.53%
% Increase/(Decrease)		-87.28%	35.39%	54.09%	21.51%
Change in Inventory		-234.7	(3,983.27)	442.28	(5,984.92)
% of total revenue		-1.42%	-3.13%	0.46%	-10.62%
% Increase/(Decrease)		-94.11%	-1000.62%	-107.39%	-1873.89%
Other Expenses		259.22	1,492.78	419.89	78.22
% of total revenue		1.57%	1.17%	0.43%	0.14%
% Increase/(Decrease)		-82.64%	255.52%	436.81%	-16.88%
Employee Benefit expenses		8.08	70.49	41.59	30.67
% of total revenue		0.05%	0.06%	0.04%	0.05%
% Increase/(Decrease)		-88.54%	69.49%	35.60%	2.54%
<b>Total Expense</b>	<b>-</b>	<b>16,408.61</b>	<b>126,298.24</b>	<b>95,975.95</b>	<b>55,822.17</b>
% of total revenue		<b>99.07%</b>	<b>99.20%</b>	<b>99.41%</b>	<b>99.10%</b>
% Increase/(Decrease)		<b>-87.01%</b>	<b>31.59%</b>	<b>71.93%</b>	<b>8.94%</b>
<b>Profit before Interest, Depreciation and Tax</b>	<b>-</b>	<b>154.20</b>	<b>1,015.91</b>	<b>567.47</b>	<b>507.71</b>
% of total revenue		<b>0.93%</b>	<b>0.80%</b>	<b>0.59%</b>	<b>0.90%</b>
Depreciation and amortization expenses	0.01	0.21	2.96	3.35	3.75
% of total revenue		0.00%	0.00%	0.00%	0.01%
% Increase/(Decrease)		-92.91%	-11.64%	-10.67%	123.21%
<b>Profit before Interest and Tax</b>	<b>(0.01)</b>	<b>153.99</b>	<b>1,012.95</b>	<b>564.12</b>	<b>503.96</b>
% of total revenue		0.93%	0.80%	0.58%	0.89%
Financial Charges		88.02	313.13	297.73	366.90
% of total revenue		0.53%	0.25%	0.31%	0.65%
% Increase/(Decrease)		-71.89%	5.17%	-18.85%	80.14%



<b>Profit before Tax and Extraordinary Expenses</b>	<b>(0.01)</b>	<b>65.97</b>	<b>699.82</b>	<b>266.39</b>	<b>137.06</b>
% of total revenue		<b>0.40%</b>	<b>0.55%</b>	<b>0.28%</b>	<b>0.24%</b>
Extraordinary Expenses		0	-	-	-
			162.71%	94.36%	
<b>Restated Profit/(Loss) before tax</b>	<b>(0.01)</b>	<b>65.97</b>	<b>699.82</b>	<b>266.39</b>	<b>137.06</b>
% of total revenue		<b>0.40%</b>	<b>0.55%</b>	<b>0.28%</b>	<b>0.24%</b>
% Increase/(Decrease)		<b>-90.57%</b>	<b>162.71%</b>	<b>94.36%</b>	<b>291.04%</b>
<b>Tax expenses/(income)</b>					
Provisions for Tax		0	-	-	-
Provisions for Deferred Tax		0	-	-	-
<b>Total tax expenses</b>	<b>0</b>	<b>22.02</b>	<b>233.74</b>	<b>88.07</b>	<b>45.29</b>
% of total revenue		<b>0.13%</b>	<b>0.18%</b>	<b>0.09%</b>	<b>0.08%</b>
<b>Restated profit/(loss) after Tax</b>	<b>(0.01)</b>	<b>43.95</b>	<b>466.09</b>	<b>178.33</b>	<b>91.77</b>
% of total revenue	-	0.27%	0.37%	0.18%	0.16%
% Increase/(Decrease)	-100.02%	-90.57%	161.37%	94.31%	280.31%

## REVIEW OF OPERATIONS FOR THE PERIOD ENDED MAY 8, 2019

### Income from Operations

Our revenue from operations for the period ended May 8, 2019 was Rs. 16,558.06 Lakhs which was about 99.97% of the total revenue and which includes revenue from sale of dairy products and allied products including other operating revenue such as commission, incentive/cash discount.

### Other Income

Our other income for the period ended May 08, 2019 was Rs.4.75 Lakhs which was about 0.03% of the total revenue and which includes interest income and commission income.

### Expenditure

#### Purchase of traded goods

The Purchase of traded goods for the period ended May 8, 2019 were Rs.16,376.01 Lakhs which was about 98.87% of the total revenue and which includes Dairy Products.

#### Employee Benefits expenses

The employee benefits expenses for the period ended May 8, 2019 were Rs. 8.08 Lakhs which was about 0.05% of the total revenue and which includes Salaries and wages.

#### Other Expenses

Other Expenses for the period ended May 8, 2019 were Rs. 259.22 Lakhs which was about 1.57% of the total revenue and which includes freight & labour, freight & forwarding expenses, selling and distribution expenses and other expenses.



## **EBIDTA**

Our EBITDA for the period ended May 8, 2019 were Rs.154.20 Lakhs.

## **Financial Costs**

Financial costs for the period ended May 8, 2019 were Rs.88.02 Lakhs which was about 0.53% of the total revenue and which consists of interest expenses and Bank charges.

## **Depreciation**

Depreciation for the period ended May 08, 2019 were Rs. 0.21 Lakhs which was about 0.0013% of the total revenue and which consists of depreciation and amortization.

## **Profit /(Loss) after Tax**

PAT for the period ended May 8, 2019 was Rs. 43.95 Lakhs.

## **FISCAL YEAR ENDED MARCH 31, 2019 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2018**

### **Income**

Total revenue has increased by Rs. 30,770.73 Lakhs and 31.87% from Rs. 96,543.42 Lakhs in the fiscal year ended March 31, 2018 to Rs. 1,27,314.15 Lakhs in the fiscal year ended March 31, 2019. The increase in revenue is on account of increase in operation.

### **Expenditure**

Total Expenditure increased by Rs. 30,322.29 Lakhs and 31.59%, from Rs. 95,975.95 Lakhs in the fiscal year ended March 31, 2018 to Rs. 1,26,298.24 Lakhs in the fiscal year ended March 31, 2019. Overall expenditure has increased mainly due to increase volume of operations.

### **Purchase of Stock**

Purchase of stock in terms of value and percentage increased by Rs. 33,646.05 Lakhs and 35.39% from Rs. 95,072.19. Lakhs in the fiscal year ended March 31, 2018 to Rs. 1,28,718.24 Lakhs in the fiscal year ended March 31, 2019. Purchase of stock has increased due to increase in volume of operation.

### **Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by Rs. 28.90 Lakhs and 69.49% from Rs. 41.59 Lakhs in the fiscal year ended March 31, 2018 to Rs. 70.49 Lakhs in the fiscal year ended March 31, 2019. Overall employee cost has increased due to increase in general increment in salary & incentives to employees and increase in no. of employees.



### **Other Expenses**

Other Expenses in terms of value and percentage increased by Rs. 1,072.89 Lakhs and 255.52% from Rs. 419.89 Lakhs in the fiscal year ended March 31, 2018 to Rs. 1,492.78 Lakhs in the fiscal year ended March 31, 2019. Other Expenses has increased mainly due to increase in freight & labour, freight & forwarding expenses, selling and distribution expenses and other expenses.

### **Profit before Tax and Extraordinary items**

Profit before exceptional & extraordinary items and Tax has increased by Rs. 433.43 Lakhs and 162.71% from Rs. 266.39 Lakhs in the fiscal year ended March 31, 2018 to Rs. 699.82 Lakhs in the fiscal year ended March 31, 2019. Profit before exceptional & extraordinary items and Tax has increased due to increase in revenue from operations.

### **Finance Costs**

Finance Costs in terms of value and percentage increased by Rs. 15.40 Lakhs and 5.17% from Rs. 297.73 Lakhs in the fiscal year ended March 31, 2018 to Rs. 313.13 Lakhs in the fiscal year ended March 31, 2019. Finance Costs has increased mainly due to higher interest outgo on increased borrowings.

### **Depreciation & Amortization Expenses**

Depreciation in terms of value decreased by Rs. 0.39 Lakhs and 11.64% from Rs. 3.35 Lakhs in the fiscal year ended March 31, 2018 to Rs. 2.96 Lakhs in the fiscal year ended March 31, 2019. Decrease in depreciation is general in nature.

### **Net Profit after Tax and Extraordinary items**

Net Profit has increased by Rs. 287.76 Lakhs and 161.37% from profit of Rs. 178.32 Lakhs in the fiscal year ended March 31, 2018 to profit of Rs. 466.08 Lakhs in the fiscal year ended March 31, 2019. Net profit has increased due to increase in revenue from operations and increase in operation.

## **FISCAL YEAR ENDED MARCH 31, 2018 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2017**

### **Income**

Total revenue has increased by Rs. 40,213.54 Lakhs and 71.39% from Rs. 56,329.88 Lakhs in the fiscal year ended March 31, 2017 to Rs. 96,543.42 Lakhs in the fiscal year ended March 31, 2018. The increase in revenue is on account of marginally increase in operation.

### **Expenditure**

Total Expenditure increased by Rs. 40,153.78 Lakhs and 71.93%, from Rs. 55,822.17 Lakhs in the fiscal year ended March 31, 2017 to Rs. 95,975.95 Lakhs in the fiscal year ended March 31, 2018. Overall expenditure has marginally increased mainly due to increase volume of operations.



### **Purchase of Stock**

Purchase of Stock in terms of value and percentage increased by Rs. 33,373.99 Lakhs and 54.09% from Rs. 61,698.20 Lakhs in the fiscal year ended March 31, 2017 to Rs. 95,072.19 Lakhs in the fiscal year ended March 31, 2018. Purchase of stock has increased due to increase in volume of operation.

### **Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by Rs. 10.92 Lakhs and 35.60% from Rs. 30.67 Lakhs in the fiscal year ended March 31, 2017 to Rs. 41.59 Lakhs in the fiscal year ended March 31, 2018. Overall employee cost has marginally reduced.

### **Other Expenses**

Other Expenses in terms of value and percentage increased by Rs. 341.67 Lakhs and 436.81% from Rs. 78.22 Lakhs in the fiscal year ended March 31, 2017 to Rs. 419.89 Lakhs in the fiscal year ended March 31, 2018. Other Expenses has increased mainly due to increase in freight & labour, sale patti expenses and other expenses.

### **Profit before Tax and Extraordinary items**

Profit before exceptional & extraordinary items and Tax has increased by Rs. 129.33 Lakhs and 94.36% from Rs. 137.06 Lakhs in the fiscal year ended March 31, 2017 to Rs. 266.39 Lakhs in the fiscal year ended March 31, 2018. Profit before exceptional & extraordinary items and Tax has increased due to increase in revenue from operations.

### **Finance Costs**

Finance Costs in terms of value and percentage decreased by Rs. 69.17 Lakhs and 18.85% from Rs. 366.90 Lakhs in the fiscal year ended March 31, 2017 to Rs. 297.73 Lakhs in the fiscal year ended March 31, 2018. Finance Costs has decreased mainly due to lower interest outgo on borrowings.

### **Depreciation & Amortization Expenses**

Depreciation in terms of value marginally decreased by Rs. 0.40 Lakhs and 10.67% from Rs. 3.75 Lakhs in the fiscal year ended March 31, 2017 to Rs. 3.35 Lakhs in the fiscal year ended March 31, 2018. Decrease in depreciation is general in nature.

### **Net Profit after Tax and Extraordinary items**

Net Profit has increased by Rs. 86.55 Lakhs and 94.31% from profit of Rs. 91.77 Lakhs in the fiscal year ended March 31, 2017 to profit of Rs. 178.32 Lakhs in the fiscal year ended March 31, 2018. Net profit has increased due to increase in revenue from operations and increase in operation.



## **INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

### **1. Unusual or infrequent events or transactions**

Except as described in this Draft 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 Draft Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

### **3. Income and Sales on account of major product/main activities**

Income and sales of our Company on account of major products/ main activities derives from trading of skimmed milk powder, Clarified Butter (Ghee) and Butter.

### **4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

### **5. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Our Company’s future costs and revenues can be impacted by an increase in labour costs as the company looks to hire talent with new skills and capabilities for the digital economy who may be in short supply.

### **6. Future relationship between Costs and Income**

Our Company’s future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

### **7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

### **8. Total turnover of each major industry segment in which the issuer company operates**

The Company is operating in Dairy Industry. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 74 of this Draft Prospectus.



**9. Status of any publicly announced new products or business segments**

Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Draft Prospectus.

**10. The extent to which the business is seasonal**

Our business is seasonal in nature. Cows generally produce more milk in temperate weather, and extreme cold or hot weather could lead to lower than expected production. Our trading volume is therefore higher in the second half of the financial year during the winter months with temperate climate in milk procurement region.

**11. Any significant dependence on a single or few suppliers or customers**

Our Company is significantly dependent on few customers for approximately 40 % of our sales. For further details refer the chapter titled “*Risk factor*” and “*Our Business*” on page 17 and 86 of Draft Prospectus.

**12. Competitive Conditions**

We face competition from existing and potential 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*” on page 86 of this Draft Prospectus.



## SECTION VII - LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except, as stated in this section and mentioned elsewhere in this Draft Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.*

Except as disclosed below there are no:

- a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
- b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- c) pending proceedings initiated against our Company for economic offences;
- d) default and non-payment of statutory dues by our Company;
- e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years;
- f) material frauds committed against our Company in the last five years.

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/entities, would be considered material for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter *exceed Rs. 50 Lakh* as determined by our Board, in its meeting held on June 10, 2019.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Draft Prospectus

#### **I. Litigations involving our Company**

##### **A. Against our Company**

###### **(i) Criminal Proceedings**

There are no criminal proceedings initiated / filed against our Company.



**(ii) Actions by statutory/regulatory authorities**

There are no actions initiated by any statutory / regulatory authorities against our Company.

**(iii) Tax proceedings**

Except for the proceedings disclosed below, there are no tax proceedings against our Company:

S. No.	Particulars	Assessment Year	Authority	Status	Amount Involved (Rs. In Lakhs)
1	Re-Assessment Case, u/s 148 of Income Tax Act, 1961	2012-2013	ITO	Relevant action Under Process	Not Available
2	Detention of Goods u/s 129(3) of the UPGST Act	-	Asst. Commissioner	Under Appeal in Agra High Court	2.89

**(iv) Civil Proceedings**

There are no civil proceedings against our Company.

**B. By our Company**

**(i) Criminal Proceedings**

There are no criminal proceedings initiated / filed by our Company.

**(ii) Actions by statutory/regulatory authorities**

There are no actions initiated before any statutory / regulatory authorities by our Company.

**(iii) Tax proceedings**

There are no tax proceedings filed by our Company.

**(iv) Civil Proceedings**

Except as given below there is no civil proceeding filed by our Company:

S.No.	Particulars	Status	Amount Involved (Rs. Lakhs)
1.	Ramsons V Pure Milk Products Pvt Ltd Plaint Filed for Recovery by the Company.	Plaint Filed	64.17



## II. Litigations involving our Promoters

### A. Against our Promoters

#### (i) Criminal Proceedings

There are no criminal proceedings initiated / filed against our Promoters.

#### (ii) Actions by statutory/regulatory authorities

There are no actions initiated by any statutory / regulatory authorities against our Promoters.

#### (iii) Tax proceedings

Except for the proceedings disclosed below, there are no tax proceedings against our Promoters:

Name of Promoter	S. No.	Particulars	Assessment Year	Authority	Status	Amount Involved
Anita Gupta	1	Demand u/s 68 and 69C	14-15	ITO	CIT Appeal Filed	2,389,750.00
	2	Demand u/s 68 and 69C	15-16	ITO	CIT Appeal Filed	1,288,580.00
	S. No.	Particulars	Assessment Year	Authority	Status	Amount Involved
Ashok Gupta	1	Recovery Notice	14-15	ITO	CIT Appeal Filed	2,331,550.00
	S. No.	Particulars	Assessment Year	Authority	Status	Amount Involved
Bhushan Gupta	1	Re-assessment	15-16	ITO	CIT Appeal Filed	1,294,720.00
	S. No.	Particulars	Assessment Year	Authority	Status	Amount Involved
Pardeep Kumar Gupta	NIL					
	S. No.	Particulars	Assessment Year	Authority	Status	Amount Involved
Archana Gupta	NIL					
	S. No.	Particulars	Assessment Year	Authority	Status	Amount Involved
Sandhya Gupta	NIL					
	S. No.	Particulars	Assessment Year	Authority	Status	Amount Involved
Anu Gupta	NIL					

#### (iv) Civil Proceedings

There are no civil proceedings against our Promoters.



**B. By our Promoters**

NIL

**III. Litigations involving our Directors other than Promoters of our Company**

**A. Against our Directors**

Nil

**B. By our Directors**

Nil

**IV. Litigations involving our Group Entities**

**A. Against our Group Entities**

**(i) Criminal Proceedings**

There are no criminal proceedings initiated / filed against our Group Entities.

**(ii) Actions by statutory/regulatory authorities**

There are no actions initiated by any statutory / regulatory authorities against our Group Entities.

**(iii) Tax proceedings**

Except for the proceedings disclosed below, there are no tax proceedings against our Group Entities:

Name	Particulars	Assessment Year	Authority	Status	Amount Involved (Rs. Lakhs)
Bhushan Gupta HUF	Re-assessment	15-16	ITO	CIT Appeal Filed	25.94
Shri Ashok Kumar HUF	Demand u/s 143 (3)	15-16	ITO	CIT Appeal Filed	13.13

**(iv) Civil Proceedings**

There are no civil proceedings against our Group Entities.



**B. By our Group Entities**

Nil

**V. Litigations relating to the Subsidiary Company**

**A. Against Directors of our Subsidiary Company**

Nil

**B. By Directors of our Subsidiary Company**

Nil

*Note: The Company do not have any subsidiary company as on the date of this Legal Due Diligence Report*

**VI. Litigations relating to the Directors of Group companies**

**A. Against Directors of our Group Companies**

Nil

**B. By Directors of our Group Companies**

Nil

**VII. Other litigations involving any other entities which may have a material adverse effect on our Company**

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

**VIII. Details of the past penalties imposed on our Company / Directors**

As on the date of the Draft Prospectus, there are no cases in the last five years in which penalties have been imposed on our Company or our Directors.

**IX. Outstanding dues to Creditors**

The Company on June 10, 2019 has through its Board of Directors adopted a materiality policy for disclosing outstanding amounts to creditors. Based on the same, as on March 31, 2019, our Company had outstanding dues to creditors as follows:



Nature of Creditors	Amount (Rs. in Lakhs)
Micro, small and medium enterprises	-
Others	9,182.50
<b>Total</b>	9,182.50

**X. Change in Accounting Policies in the last Three (3) years**

There has been no change in accounting policies in the last three (3) years.

**XI. Material developments occurring after last balance sheet date, that is, May 09, 2019.**

Except as disclosed in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Company” beginning on page number 169 of this Draft Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Draft Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

**We certify that except as stated herein above:**

- a. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters, group entities, companies promoted by the promoters during the past three years..
- b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. There are no litigations against the Promoters / Directors in their personal capacity.
- g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- h. *There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authority in the past five year in respect of our promoters, group company’s entities, entities promoted by the promoters of our company.***
- i. There are no the status of criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of our Directors. Further, none of our Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
- j. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.



## GOVERNMENT AND OTHER 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 the Draft Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, 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 Regulation and Policies” beginning on page 95 of the Draft Prospectus.

### CORPORATE APPROVALS

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on May 22, 2019 the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.
2. The shareholders have, pursuant to the resolution dated June 11, 2019 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

### IN-PRINCIPLE APPROVAL

The Company has obtained approval from BSE vide its letter dated [●] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

### AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated [●], with the Central Depository Services (India) Limited (“CDSL”), and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited, for the dematerialization of its shares.
2. The Company has also entered into an agreement dated [●] with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited, for the dematerialization of its shares.
3. The Company’s International Securities Identification Number (“ISIN”) is [●].

### CORPORATE / GENERAL AUTHORISATIONS

S. No.	Authorisation granted	Issuing Authority	CIN	Applicable Act	Date of Issue	Valid upto
1.	Certificate of Incorporation in the name of ‘ <i>Ramsons Food Products Limited</i> ’	Registrar of Companies, Delhi	U51900DL2019PLC349813	Companies Act, 2013	May 08, 2019	Perpetual



## TAX RELATED AUTHORISATIONS

#	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number	Income Tax Department, GoI	AAJCR5880R	May 08, 2019	Perpetual
2.	Tax Deduction Account Number	Income Tax Department, GoI	DELR35327F	May 08, 2019	Perpetual
3.	GST Registration Certificate	Central Board of Excise and Custom (CBEC).	07AAJCR5880R1ZD	May 14, 2019	Valid until cancellation
4.	GST Registration Certificate	Central Board of Excise and Custom (CBEC).	09AAJCR5880R1Z9	May 25, 2019	Valid until cancellation
5.	GST Registration Certificate	Central Board of Excise and Custom (CBEC).	06AAJCR5880R1ZF	May 15, 2019	Valid until cancellation

## BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Valid Upto
1.	Central License	Food Safety & Standards Authority of India	10019011006437	May 27, 2019	May 26, 2024
2.	Registration*	Agricultural and Processed Food Products Export Development Authority	157222	December 16, 2007	Perpetual
3.	Certificate of Import – Export Code*	Central Board of Excise and Custom, Ministry of Commerce and Industry	0504069501	January 01, 2005	Perpetual

*\*These licenses are in the name of M/s Ramsons, the partnership firm and now pursuant to conversion of said firm into public limited company Ramsons Food Products Limited, the Company is in the process of updating the said licenses in the name of the Company.*



## **INTELLECTUAL PROPERTY**

Our Company has not applied for the any intellectual property registration.

*As we were operating as a Partnership Firm Entity and have converted our business into Company on May 08, 2019, we are under process to apply for required registrations by our company. Although our business operations will not be affected because of above mentioned fact and we commit to procure all registrations, approvals, licenses and consents required for our business operations.*

***OUR COMPANY HAS BEEN INCORPORATED UNDER THE PROVISION OF COMPANIES ACT, 2013 PURSUANT TO CONVERSION OF ERSTWHILE PARTNERSHIP FIRM. THEREFORE, MAJORITY OF ABOVE MENTIONED REGISTRATION, CONSENTS, LICENSES, PERMISSIONS AND APPROVALS RECEIVED FROM THE GOVERNMENT AND GOVERNMENTAL AGENCIES ARE IN THE NAME OF ERSTWHILE PARTNERSHIP FIRM.***

***THE COMPANY IS IN THE PROCESS OF TAKING ALL THE APPROVAL IN THE NEW NAME OF THE COMPANY I.E. RAMSONS FOOD PRODUCTS LIMITED.***

***IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.***



## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on May 22, 2019.
2. The shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its EGM held on June 11, 2019 and authorised the Board to take decisions in relation to this Issue.
3. The Company has obtained approval from BSE vide its letter dated [●] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE. BSE is the Designated Stock Exchange.
4. Our Board has approved the Draft Prospectus through its resolution dated June 25, 2019.
5. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page number 185 of the Draft Prospectus.

### Prohibition by SEBI

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

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

### Prohibition by RBI or Governmental authority

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.

Our Directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, our and



Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018, upon notification of the relevant forms, as may be applicable to them.

### **Directors associated with the Securities Market**

We confirm that none of our Directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Draft Prospectus.

### **ELIGIBILITY FOR THIS ISSUE**

Our Company is eligible for the Offer in accordance with regulation 229(2) and other provisions of chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Offer face value capital is more than Rs. 1,000 lakhs and upto Rs. 2,500 lakhs. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares.

### **We confirm that:**

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue has been hundred percent underwritten and that the Lead Manager to the Offer has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to “General Information – Underwriting” on page 41 of the Draft Prospectus.
- b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the Lead Manager shall ensure that the Issuer shall file a copy of the Draft Prospectus/Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus/Prospectus with the Registrar of Companies.
- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “*General Information – Details of the Market Making Arrangements for this Issue*” on page 41 of this Draft Prospectus.

### **BSE ELIGIBILITY NORMS:**

1. The Company has been incorporated under the Companies Act, 2013 in India.
2. The post issue paid up capital of the Company (face value) will not be more than Rs.2,500.00 Lakhs.



3. The Company has positive Net worth (excluding revaluation reserves) which is Rs. 749.99 Lakhs as per the audited financial Statements as on May 09, 2019.

Details of Net Worth of the Company in past years are as under:

(Rs. In Lakhs)

Particulars	May 09, 2019	May 08, 2019	March 31, 2019	March 31, 2018
Net Worth	749.99	756.61	758.03	661.10

4. Net Tangible Asset of the Company is Rs. 749.99 Lakhs as on May 09, 2019 which is more than Rs. 300 Lakhs.
5. Track record of positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and that the Company has track record of 3 years.

(Rs. In Lakhs)

Particulars	31-Mar-19	31-Mar-18	31-Mar-17
Profit before Tax as per P&L Account	699.84	266.40	137.06
Add: Depreciation	2.96	3.35	3.75
Positive Cash Accruals (earnings before depreciation and tax)	<b>702.8</b>	<b>269.75</b>	<b>140.81</b>

## 6. Other Requirements

- The company shall mandatorily facilitate trading in demat securities and will entered into an agreement with both the depositories. Also the Equity Shares allotted through this Issue will be in dematerialized mode.
- Our Company has a live and operational website: [www.ramsonsfood.com](http://www.ramsonsfood.com)
- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against our Company that has been accepted by a court.
- There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.
- There has been no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the BSE SME.

## DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE LEAD MANAGER CORPORATE CAPITALVENTURES PRIVATE**



**LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MANAGER, CORPORATE CAPITALVENTURES 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, CORPORATE CAPITALVENTURES PRIVATE LIMITED, SHALL FURNISH A DUE DILIGENCE CERTIFICATE TO SEBI IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER 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 Offer will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Delhi, in terms of Section 26 of the Companies Act, 2013.*

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft 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 <http://www.ramsonsfood.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, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.* The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

**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 of our Company. 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 the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to 'Annexure A' to the Draft Prospectus and the website of the Lead Manager at [www.ccvindia.com](http://www.ccvindia.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, Mutual Funds, 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, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs.2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform him 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 Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Prospectus had been filed with BSE SME for its observations and BSE SME gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft 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 U.S Securities Act and in compliance with applicable laws, legislations



and Draft Prospectus in each jurisdiction, including India.

### **Disclaimer Clause of the SME Platform of BSE**

BSE Limited (“BSE”) has given vide its letter dated [●] permission to this Company to use its name in this offer document as one of the stock exchange 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 Limited 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;
- iv. Warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire 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.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE / other regulatory authority. Any use of the SME platform and the related services are subject to Indian Laws and Courts exclusively situated in Mumbai.

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.

### **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.**

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.

## **LISTING**

Application will be made to the BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE Limited has given its in-principle approval for using its name in our Offer documents vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE Limited, our Company will forthwith repay, without interest, all moneys received from the bidders 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 Offer 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 cent 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 BSE Limited mentioned above are taken within six Working Days from the Offer Closing Date.

## **Impersonation**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 68 A of the Companies Act, which is reproduced below:*

*"Any person who:*

- a. makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or*
- b. otherwise induces a company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years."*

## **CONSENTS**

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Lead Manager, Market



Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing final prospectus to ROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our 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 and such consent and report is not withdrawn up to the time of delivery of this Draft Prospectus with BSE.

## **EXPERT OPINION**

Except for (a) Statutory Auditors' reports on the restated financial statements; and (b) Statement of Tax Benefits by the statutory auditors, M/s V. N. Purohit & Co. (Chartered Accountants (a copy of the said report and statement of tax benefits has been included in the Draft Prospectus), we have not obtained any other expert opinions.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE 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**

Other than as detailed under chapter titled 'Capital Structure' beginning on page 48 of the Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO 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 in the five years preceding the date of Draft Prospectus.

## **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

None of Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Draft Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY**

Our Company has not undertaken any public or rights issue in the five (5) years preceding the date of this Draft Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

None of our Subsidiaries are listed on any stock exchange.



## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

### **OPTION TO SUBSCRIBE**

Equity Shares being offered through the Draft Prospectus can be applied for in dematerialized form only.

### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer 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 Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and 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 Bid-cum-Application Form was submitted by the ASBA Bidders.

### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Priya Dubey as the Company Secretary and Compliance Officer and he may be contacted at the following address:

***Ramsons Food Products Limited***

*321, Khajoor Road, Karol Bagh, New Delhi-110005*

*Tel: +91-11-47041345;*

*E-mail: cs@ramsonsfood.com*

*Website: www.ramsonsfood.com*

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.



## SECTION VIII – ISSUE INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') 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, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

### Ranking of Equity Shares

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

### Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on May 22, 2019 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on June 11, 2019.

### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 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 dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' beginning on pages 142 of Draft Prospectus.



### **Face Value and Issue Price**

The face value of each Equity Share is Rs. 10. The Issue Price of Equity Shares is Rs. [●]/- per Equity Share. The Issue Price shall be determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “Basis of Issue Price” beginning on page 68 of this Draft Prospectus.

### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers 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 laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

### **Minimum Application Value, Market Lot and Trading Lot**

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing the Prospectus:

- Tripartite agreement dated [●] among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated [●] among NSDL, our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made thereunder and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1200 Equity Shares subject to a minimum allotment of 1200 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less



than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai, India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

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

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall 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 titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate 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 shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. 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 (90)



days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, 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 Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution as provided in "Capital Structure" on page 48 of this Draft Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer "Main Provisions of Articles of Association" on page 232 of this Draft 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 herein above. 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.

### **Withdrawal of the Issue**

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly



and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) 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 Lac only) per application.

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

#### **Migration to Main Board**

*Our company may migrate to the main board of BSE Limited at a later date subject to the following:*

*a) If the Paid up Capital of our 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 Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to BSE Limited for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

*OR*

*b) If the paid-up Capital of our company is more than Rs. 10 Crores but below Rs. 25 Crores, 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 Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

*Any company desiring to migrate to the Main board from the SME Board within two years of listing on SME platform of BSE has to fulfil following conditions:*

- a. The increase in post issue face value capital beyond Rs. 25 crore should arise only because of merger/acquisition or for expansion purposes.*
- b. The company should have a minimum turnover of Rs. 100 crore as per last audited financials and market capitalization of Rs. 100 crore.*
- c. The company should have a minimum profit before tax of Rs. 10 crore for two years out of three preceding years.*

*There should not be any action against the company by any regulatory agency at the time of application for migration*



### **Market Making**

The shares issued and transferred through this Offer are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 41 of this Draft Prospectus.

### **Arrangements for disposal Of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

### **Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting**

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 41 of this Draft 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. 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.

### **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-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. 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.



## ISSUE PROCEDURE

*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 would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Prospectus.*

*Pursuant to the SEBI ICDR Regulations, the ASBA process is mandatory for all investors excluding Anchor Investors and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Application forms. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.*

*ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by BSE to act as intermediaries for submitting Application Forms are provided on <http://www.nseindia.com>. For details on their designated branches for submitting Application Forms, please refer the above mentioned BSE website.*

### **FIXED PRICE ISSUE PROCEDURE**

This Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. 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.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.



Our Company or the Lead Managers will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

## **AVAILABILITY OF DRAFT PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Draft Prospectus together with the Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

### **Phased implementation of Unified Payments Interface**

SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 in relation to streamlining the process of public issue of equity shares and convertibles ("UPI Circular"). Pursuant to the circular, Unified Payments Interface ("UPI") is proposed to be introduced in a phased manner (phase I will be effective from January 1, 2019) as an additional mode of payment with ASBA Form for applications by Retail Individual Investors through intermediaries (i.e., Registered Stock Brokers, Registrar and Transfer Agents and Depository Participants) ("UPI Channel"). The UPI Channel for making Applications by Retail Individual Investors will be made available in accordance with the UPI Circular.

***Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.***

Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Draft Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form 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.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.



The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus.

Note:

- ◆ Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- ◆ The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- ◆ Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- ◆ The correct procedure for applications by Hindu Undivided Families and applications by Hindu Undivided Families would be treated as on par with applications by individuals;

#### **SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS**

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- 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 issuer 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:

<b>For Applications submitted by investors to SCSB:</b>	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.
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**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 have deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

**WHO CAN APPLY?**

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- 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);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- 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 Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- 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
- Any other person eligible to applying in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

As per the existing regulations, OCBs cannot participate in this Issue.

#### **PARTICIPATION BY ASSOCIATES OF LM**

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

#### **AVAILABILITY OF DRAFT PROSPECTUS AND APPLICATION FORMS**

The Memorandum Form 2A containing the salient features of the Draft Prospectus together with the Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The 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](http://www.bseindia.com)

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- h) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- i) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.



- j) In a single Application Form 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.

### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS 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 HUF's 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.

### **APPLICATION BY MUTUAL FUNDS**

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 reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

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.

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.

### **APPLICATIONS BY ELIGIBLE NRI**

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.



Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 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 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents 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 a income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in color).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in color).

#### **APPLICATIONS BY ELIGIBLE FIIs/FPIs**

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely “foreign institutional investors” and “qualified foreign investors” will be subsumed under a new category namely “foreign portfolio investors” or “FPIs”. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 06, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Offer. In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of



24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively. As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments (“ODIs”). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client’ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

**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 a 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’ (IFC) by the Reserve Bank of India; (i) 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 SEBI (Foreign Portfolio Investors) Regulations, 2014, hold 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 from 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:

Any transactions in derivatives on a recognized stock exchange;

Short selling transactions in accordance with the framework specified by the Board;

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 IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

Any other transaction specified by the Board.

- b) No transaction on the stock exchange shall be carried forward;
- c) 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, 2018;
  - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;



- vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - viii. Any other transaction specified by 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 regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.
- 4. 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.
  - 5. 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.
  - 6. 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.
  - 7. 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.
  - 8. 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 derivatives 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 of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the 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.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

#### **APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.



There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis for the purpose of allocation.

### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

### **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

1. Equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. The entire group of the investee company: 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 ULIPS); and
3. 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 ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

### **APPLICATIONS BY BANKING COMPANIES**

**Applications by Banking Companies:** In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Application without assigning any reason. The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing



in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 01, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

**Applications by SCSBs:** SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.



Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **a) For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for [●] Equity Shares.

##### **b) 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 [●] 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 this Draft Prospectus.

#### **INFORMATION FOR THE APPLICANTS:**

- a) Our Company will file the Prospectus with the Registrar of Companies, Delhi atleast 3 (three) days before the Issue Opening Date.
- b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the office of the LM.



- c) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.
- d) Applications made in the name of minors and/ or their nominees shall not be accepted.

### **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. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

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 Limited i.e. [www.bseindia.com](http://www.bseindia.com).

### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the BSE. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).



2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- a) For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
    1. Each successful applicant shall be allotted [●] equity shares; and
    2. The successful applicants out of the total applicants for that category shall be determined by the draw 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.
  - b) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
  - c) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
  - d) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
    1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
    2. The balance net offer of shares to the public shall be made available for allotment to
      - a) Individual applicants other than retails individual investors and
      - b) Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
    3. 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.

## **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## **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 (as defined herein below) 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.
- All Applicants should submit their application through 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 Bankers 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 up 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.

## **OTHER INSTRUCTIONS**

### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.



### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of 'know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.



2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

## **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

## **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid 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 [●];
- Category not ticked;
- Multiple Applications as defined in this 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;
- 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 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;

## **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) 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 a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

## **SIGNING OF UNDERWRITING AGREEMENT**

Vide an Underwriting agreement dated [ ● ] this issue is 100% Underwritten.

## **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the Registrar of Companies, Delhi in terms of Section 26 of Companies Act, 2013.

## **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of



SEBI (ICDR) Regulations, 2018,, shall be in the format prescribed in Part A of Schedule VI of the SEBI Regulations.

### **DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

On the Designated date, the SCSBs shall transfer the funds represented by allocation of equity shares into public issue account with the banker to the issue. Upon approval of the basis of the allotment by the Designated Stock Exchange, the Registrar to the Issue shall upload the same on its website. On the basis of 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 respective depository participants to accept the equity shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions the Registrar to the Issue will dispatch allotment advice to the applicants who have been allotted equity shares in the issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any. Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the SCSB's to Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working day of the date of approval of Basis of Allotment by Designated Stock Exchange.

### **PAYMENT OF REFUND**

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager shall intimate Public Issue bank and Public Issue Bank shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary applicants.

As per RBI Regulation, OCBs are not permitted to participate in the issue

There is no reservation for non-residents, NRIs, FIIs and Foreign Venture Capital Funds and all non-residents, NRIs, FIIs and Foreign Venture Capital Funds will be treated on the same basis with other categories for the purpose of allocation.

### **DISPOSAL OF APPLICATION AND APPLICATION MONIES AND INTEREST IN CASE OF DELAY**

The company shall ensure the dispatch of allotment advice, instruction to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the allotment to the stock exchange within one (1) working day of the date of allotment of equity shares.



The company shall use best efforts 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 with six (6) working days of the closure of the issue.

## **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days of Issue Closing Date or such time as prescribed;
5. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;
6. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
7. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed.

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.



## **WITHDRAWAL OF THE ISSUE**

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh prospectus with stock exchange.

## **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) We have entered into tripartite agreement dated [●] between NSDL, the Company and the Registrar to the Issue;
- (b) We have entered into tripartite agreement dated [●] between CDSL, the Company and the Registrar to the Issue;  
The Company's Equity shares bear an ISIN No. [●].

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.



- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application 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.

## ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

**In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1480483399603.html](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html). For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

## ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (ASBA Account) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. 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 bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **Who can apply?**

In accordance with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors have to compulsorily apply through the ASBA Process.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB. Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted. After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue. The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.



## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. 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. Foreign investment is allowed up to 100% under automatic route in our Company.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued consolidated FDI Policy, which with effect from August 28, 2017 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 August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

**As per the existing policy of the Government of India, OCBs cannot participate in this Issue. The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.**

**Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.**

**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 Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**



## ISSUE STRUCTURE

*This Offer has been made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations whereby, our post-Offer face value capital exceeds ten crore rupees but does not exceed twenty five crores. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE Limited). For further details regarding the salient features and terms of such Offer, please refer to the chapter titled "Terms of the Offer" and "Issue Procedure" beginning on page 197 and 203 of this Draft Prospectus.*

### Present Issue Structure

The present Issue of up-to 27,00,000\* Equity Shares for cash at a price of Rs. [●]/- (including a premium of Rs. [●]/- aggregating up-to Rs. [●] Lakhs by our Company. The Issue comprises a net issue to the public of up-to [●] Equity shares (the "Net Issue"). The Issue will constitute 26.47\*% of the post- Issue paid-up Equity Share capital of our Company and the Net Issue will constitute [●]% of the post- Issue paid-up Equity Share capital of our Company.

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	27,00,000*	[●]
Percentage of Issue Size available for allocation	[●] (50.00% to Retail Individual Investors and the balance 50.00% to other Investors)	[●]
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to the "Basis of Allotment" on page 217 of the Draft Prospectus	Firm Allotment
Mode of Application	All Applicants must compulsorily apply through the ASBA Process ( online or the Physical Form)	Through ASBA Process Only
Minimum Application Size	For QIB and NII: Such Number of Equity Shares in multiples of [●] equity shares such that the application value exceeds Rs. 2,00,000. For Retails Individuals: [●] Equity Shares	Application size shall be [●] equity shares since there is firm allotment.
Maximum Application Size	For QIBs and NII Such number of equity Shares in multiples of [●] equity shares such that the application size does not exceeds [●] equity shares For Retails Individuals: [●] Equity Shares	Application size shall be [●] equity shares since there is a firm allotment
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	The entire Application Amount will be payable at the time of submission of the Application Form.



**Note:**

1. *In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

**Lot Size**

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

<b>Issue Price (in Rs. )</b>	<b>Lot Size (No. of shares)</b>
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

\*50% of the shares offered are reserved for applications below Rs. 2.00 lakh and the balance for higher amount applications

<b>ISSUE OPENING DATE</b>	[●]
<b>ISSUE CLOSING DATE</b>	[●]



Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m..

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bid form, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the issue closing date:

- (a) A standard cut-off time of 3.00 PM for acceptance of applications.
- (b) A standard cut-off time of 4.00 PM for uploading of applications received from non-retail applicants i.e. QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by Lead Manager to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



## SECTION IX - MAIN PROVISION OF ARTICLE OF ASSOCIATION

Pursuant to Schedule II of the Companies Act and the SEBI Regulations, the main provision of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restriction 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 capitalised / defined terms herein have the same meaning given them in our Articles.

### PRELIMINARY

Subject to anything to the contrary hereinafter provided, the Regulations contained in Table “F” in Companies Act, 2013, (hereinafter referred to as the Act) shall apply to the Company.

### INTERPRETATION

- I.** In these Articles unless there by anything repugnant to the subject or context the following words shall have the meaning written against them :
- (a) ‘The Company’ means **RAMSONS FOOD PRODUCTS LIMITED**.
  - (b) ‘The Act’ or ‘The said Act’ means the Companies Act, 2013 as amended by any Act or Acts for the time being in force in the union of India.
  - (c) ‘Seal’ means the Common seal of the Company.
  - (d) ‘Writing’ shall include printing and lithography and any other mode of representing or reproducing words in visible form and includes fax and e-mails.
  - (e) ‘The Board’ means the Board of Directors of the Company.
  - (f) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

### SHARE CAPITAL AND VARIATION OF RIGHTS

- II. 1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- 2.** (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
- (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any 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 for a share to one of several joint holders shall be sufficient delivery to all such holders.
- 3.** (i) If any share certificate be worn out, defaced, mutilated or tom or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on



execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall tails mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **LIEN**

9. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
- Provided that the Board directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.



10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made :

- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (iii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **CALLS ON SHARES**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
- (iv) Any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.
- (v) The option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.
14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum at



- such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, allot any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### **TRANSFER OF SHARES**

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20. The Board may, subject to the right of appeal conferred by section 58 decline to register -
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### **TRANSMISSION OF SHARES**

23. (i) 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 persons recognized by the Company as having any title to his interest in the shares.
- (ii) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a



member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either;

- a) to be registered himself as holder of the share; or
  - b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividend and other advantages to which he would be entitled if he were the registered holder of the share, except he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided 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, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### **FORFEITURE OF SHARES**

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.



30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be Conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share.
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF CAPITAL**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
36. Where shares are converted into stock:
- (a) the holders of stock may transfer the same or any part thereof in the manner as, and subject to the same Articles 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;

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
  - (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and shareholder”/“member” shall include “stock” and “stockholder” respectively.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --
- (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

#### **CAPITALISATION OF PROFITS**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve -
- a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
  - b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards -
- A. paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - B. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - D. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall -
- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power -
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited



as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

- (iii) Any agreement made under such authority shall be effective and binding on such members.

#### **BUY-BACK OF SHARES**

- 40. 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.

#### **GENERAL MEETINGS**

- 41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.  
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- 44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### **ADJOURNMENT OF MEETING**

- 47. (i) 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.  
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
(iii) 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.  
(iv) 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.

#### **VOTING RIGHTS**

- 48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—



- (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) 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.  
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. (i) 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.  
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### **PROXY**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power a 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.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given :  
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **BOARD OF DIRECTORS**

58. The number of the directors and the names of the first directors shall be determined writing by the subscribers of the Memorandum or the majority of them. The first directors of the Company shall be :
- 1. Mr. Ashok Gupta
  - 2. Mr. Bhushan Gupta
  - 3. Mr. Pardeep Kumar Gupta
  - 4. Ms. Sandhya Gupta
59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be



- deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
    - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
    - (b) in connection with the business of the company.
- 60.** The Board may pay all expenses incurred in getting up and registering the company.
- 61.** The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- 62.** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- 63.** Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 64.** (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### **PROCEEDINGS OF THE BOARD**

- 65.** (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 66.** (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- 67.** 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.
- 68.** (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) 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 directors present may choose one of their number to be Chairperson of the meeting.
- 69.** (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any



- regulations that may be imposed on it by the Board.
70. (i) A committee may elect a Chairperson of its meetings.  
(ii) 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.
71. (i) A committee may meet and adjourn as it thinks fit.  
(ii) 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.
72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

74. Subject to the provisions of the Act, -  
(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;  
(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
75. 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.

#### **THE SEAL**

76. (i) The Board shall provide for the safe custody of the seal.  
(ii) 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 authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **DIVIDENDS AND RESERVE**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. 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.
79. (i) 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, think fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 80.** (i) 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.
- (ii) 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.
  - (iii) 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.
- 81.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 82.** (i) 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.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
  - (iii) There will be no forfeiture of unclaimed dividends before the claim becomes barred by law.
- 83.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 84.** 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.
- 85.** No dividend shall bear interest against the company.

#### **ACCOUNTS**

- 86.** (i) 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.
- (ii) 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 authorized by the Board or by the company in general meeting.

#### **WINDING UP**

- 87.** Subject to the provisions of Chapter XX of the Act and rules made thereunder -
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether



they shall consist of property of the same kind or not.

- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **INDEMNITY**

- 88.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



## SECTION X- 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 the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus to be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered office: 321, Khajoor Road, Karol Bagh, New Delhi-110005 from the date of filing 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 June 20, 2019 between our company and the Lead Manager.
2. Agreement dated [●] between our company and the Registrar to the Issue.
3. Public Issue Agreement dated [●] among our Company, the Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated [●] between our company and the Underwriters.
5. Market making Agreement dated [●] between our company, the Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated [●].
7. Agreement among CDSL, our company and the registrar to the issue dated [●].

#### MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated May 22, 2019 in relation to the Issue and other related matters.
3. Shareholders' resolution dated June 11, 2019 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Lead Manager, Registrar to the Issue, Peer review Auditor, Legal Advisor, to act in their respective capacities.
5. Peer Review Auditors Report dated June 20, 2019 on Restated Financial Statements of our Company for the period ended May 09, 2019, May 08, 2019 and for the years ended March 31, 2019, 2018 and 2017.
6. The Report dated June 12, 2019 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Prospectus.
7. Copy of approval from SME BSE vide letter dated [●] to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE.
8. Due diligence certificate submitted to BSE SME dated June 25, 2019 from Lead Manager to the Issue.

*Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*



## SECTION XI - DECLARATION

We , hereby declares that ,all the relevant provisions of the Companies Act 1956,Companies Act 2013 and the guidelines /regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act 1992, as the case may be , have been complied with no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, 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 statements made in this Draft Prospectus are true and correct

### Signed by the Directors of our Company

Name	DIN	Category	Designation	Signature
Ashok Gupta	00103721	Executive	Chairperson & Whole Time Director	sd/-
Pardeep Kumar Gupta	00103759	Executive	Whole Time Director	sd/
Bhushan Gupta	00103781	Executive	Whole Time Director	sd/
Sandhya Gupta	01793287	Non Executive	Non - Independent Director	sd/
Vishal Jain	08473754	Non Executive	Independent Director	sd/
Prabhat Kumar Jain	08474495	Non Executive	Independent Director	sd/
Rajender Kumar Ahuja	-	-	Chief Financial Officer	sd/
Priya Dubey	-	-	Company Secretary	sd/

**Place:** New Delhi

**Date :** June 25, 2019



ANEXURE A

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY  
CORPORATE CAPITALVENTURES PRIVATE LIMITED:**

**TABLE 1**

Sr. No.	Issue Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 <sup>th</sup> Calendar Days from Listing		+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 <sup>th</sup> Calendar Days from Listing		+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 <sup>th</sup> Calendar Days from Listing	
1.	Shish Industries Limited	4.06	30.00	05-09-2017	32.00	-11.99%	-15.33%	-17.15%			
						-2.70%	20.71%	27.89%			
2.	Ratnabhumi Developers Limited	23.31	63.00	14-12-2017	63.45	-34.70%	-48.07%	-33.75%			
						10.06%	0.01%	0.19%			
3.	Touchwood Entertainment Limited	4.21	40.00	21-12-2017	43.50	50.94%	-24.06%	17.81%			
						6.31%	-6.00%	-2.33%			
4.	SMVD Poly Pack Limited	9.02	55.00	26-12-2017	58.00	-20.43%	-44.31%	-57.09%			
						3.21%	-10.14%	-5.63%			
5.	Narmada Agrobases Limited	7.49	32.00	19-04-2018	31.45	-4.32%	-13.12%	-24.38%			
						-0.57%	-2.94%	-14.46%			
6.	Rudrabhishek Enterprises Limited	18.73	41.00	13-07-2018	41.25	-1.68%	-1.56%	14.15%			
						-1.43%	-13.32%	-10.66%			
7.	Rajnandini Metal Limited	4.27	26	08-10-2018	35.00	-24.81%	-23.61%	-21.50%			
						3.71	2.97%	5.003%			

**SUMMARY STATEMENT OF DISCLOSURE**

**TABLE 2**

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> 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%
April 1, 2019 to till date	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2018-19	3	30.49	Nil	Nil	3	Nil	Nil	Nil	Nil	Nil	3	Nil	Nil	Nil
2017-18	4	40.60	Nil	1	2	1	Nil	Nil	1	1	1	Nil	Nil	1
2016-17	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.