



## ICL MULTITRADING INDIA LIMITED

Our Company was originally incorporated as a Private Limited Company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Kanpur, Uttar Pradesh dated 07<sup>th</sup> September, 2012 with the name 'ICL Infradevelopers Private Limited'. Subsequently the name of our company was changed to 'ICL Multitrading India Private Limited' and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on 30<sup>th</sup> September, 2013. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on 20<sup>th</sup> November, 2017 and consequently, the name of our Company was changed to 'ICL Multitrading India Limited' and a fresh certificate of incorporation consequent upon conversion to Public Limited Company was issued by the Registrar of Companies, Uttar Pradesh on 08<sup>th</sup> December, 2017. For further details of our Company, refer "General Information" and "History and Certain Other Corporate Matters" on pages 51 and 107 respectively.

**Registered Office:** A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India.

**Corporate Identity Number:** U74992UP2012PLC052404

**Tel. No.:** +91 0120 4544 143; **Fax No.:** +91 0120 4544 143

**Website:** [www.iclmultitrading.com](http://www.iclmultitrading.com), **E-mail:** [info@iclmultitrading.com](mailto:info@iclmultitrading.com)

**Contact Person:** Ms. Amrita Singh, Company Secretary and Compliance Officer; **E-mail:** [cs@iclmultitrading.com](mailto:cs@iclmultitrading.com)

### PROMOTER: ROOP KISHORE GOLA, AVADHESH KUMAR GOLA, RAJNI GUPTA AND IMAGE CAREER LIMITED

INITIAL PUBLIC OFFER UPTO 2100800 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FULLY PAID FOR CASH AT A PRICE OF RS. 85 PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF RS. 75 PER EQUITY SHARE) AGGREGATING UP TO RS. 1785.68 LAKHS (THE "ISSUE"), OF WHICH 107200 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 85/- PER EQUITY SHARE, AGGREGATING RS. 91.12 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 1993600 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 85/- PER EQUITY SHARE, AGGREGATING RS. 1694.56 LAKHS IS HEREINAFTER REFERED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.16% AND 28.62% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

### THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH. THE ISSUE PRICE IS RS. 85 PER EQUITY SHARE AND THE ISSUE PRICE IS 8.5 TIMES THE FACE VALUE

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (as amended from time to time) For further details see "Issue Related Information" beginning on page 207 of this Draft Prospectus.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 215 of this Draft Prospectus. In case of delay, if any, in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

### RISKS IN RELATION TO FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is Rs. 10 per Equity Share. The issue price is 8.5 times of the face value. The Issue price (has been determined and justified by the Lead Manager and the issuer as stated under the paragraph on "Basis for Issue Price") should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the issuer nor regarding the price at which the equity shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to 'Risk Factor' on page 15.

### 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 the Issue, which is material in the context of the 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 offered through this Draft Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE") in terms of the Chapter XB of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an in-principle approval letter dated [●] from NSE for using its name in the offer document for listing of our shares on the EMERGE Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

### LEAD MANAGER TO THE ISSUE



Corporate Capital Ventures

**CORPORATE CAPITALVENTURES PRIVATE LIMITED**  
**Address:** 160, Basement, Vinoba Puri, Lajpat Nagar – II, New Delhi – 110024, India  
**Tel. No.:** +91 114170 4066;  
**Fax No.:** +91 114170 4066;  
**Email:** [info@ccvindia.com](mailto:info@ccvindia.com)  
**Website:** [www.ccvindia.com](http://www.ccvindia.com)  
**SEBI Registration No.:** INM000012276  
**Contact Person:** Pramod Negi/Pankaj Passi

### REGISTRAR TO THE ISSUE



**BIGSHARE SERVICES PRIVATE LIMITED**  
**Address:** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, India  
**Tel. No.:** +91 22 6263 8200  
**Fax. No.:** +91 22 6263 8299  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**SEBI Registration No.:** INR000001385  
**Contact Person:** Vipin Gupta

### ISSUE PROGRAMME

**ISSUE OPENS ON: [●]**

**ISSUE CLOSES ON: [●]**

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meanings as provided below. References to any legislation, act or regulation shall be to such legislation, act or regulation as amended from time to time.*

*The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing in 'Main Provisions of the Articles of Association', 'Summary of Our Business', 'Our Business', 'Risk Factors', 'Industry Overview', 'Key Regulations and Policies in India', 'Financial Information', 'Outstanding Litigation and Material Developments', 'Statement of Tax Benefits', 'Management's Discussion and Analysis of Financial Conditions and Results of Operations' and 'Part B' of 'Issue Procedure', defined terms, will have the meaning ascribed to such terms in these respective sections.*

*In case of any inconsistency between the definitions given below and definitions contained in the General Information Document, the definitions given below shall prevail.*

#### Company Related Terms

Term	Description
"ICL Multitrading India Limited", "ICLMIL", "ICL", "We" or "us" or "our Company" or "the Issuer"	Unless the context otherwise requires, refers to ICL Multitrading India Limited, a Company incorporated under the Companies Act, 1956 having its registered office at A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India.
"you", "your" or "yours"	Prospective investors in this Issue.
AOA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
Board / Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
Chief Financial Officer / CFO	The Chief Financial Officer of our Company being, Avadhesh Kumar Gola.
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board constituted in accordance with Section 135 and Schedule VII the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.
Director(s)	Director(s) on the Board of our Company, as appointed from time to time, unless otherwise specified.
Equity Shareholders	The holders of the Equity Shares.
Equity Shares/Shares	The equity shares of our Company of a face value of Rs. 10.00 each unless otherwise specified in the context thereof.
Group Companies / Group Entities	Such companies as covered under the applicable accounting standards, being Accounting Standard 18 or other entities as considered material in accordance with the Materiality Policy, as described in "Our Group Entities" on page 130.
Key Management Personnel / KMP	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI (ICDR) Regulations, Section 2(51) of the Companies Act, 2013. For details, refer "Our Management" on page 113.
MOA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.

Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board constituted in accordance with Regulation 19 of the SEBI (LODR) Regulations and Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI (ICDR) Regulations.
Promoters	Mr. Roop Kishore Gola, Mr. Avadhesh Kumar Gola and Ms. Rajni Gupta.
Restated Financial Statements	The restated financial information of our Company which comprises of the restated consolidated balance sheet, the restated consolidated profit and loss information and the restated consolidated cash flow information for the financial years ended on 31 <sup>st</sup> March, 2018, 31 <sup>st</sup> March 2017, 31 <sup>st</sup> March 2016, 31 <sup>st</sup> March 2015 and 31 <sup>st</sup> March 2014 together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, the Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations and the restated standalone balance sheet, the restated standalone profit and loss information and the restated standalone cash flow information for the financial year ended on 31 <sup>st</sup> March 2018, 31 <sup>st</sup> March 2017, 31 <sup>st</sup> March 2016, 31 <sup>st</sup> March 2015 and 31 <sup>st</sup> March 2014 together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, the Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations.
ROC / Registrar of Companies	Registrar of Companies, Kanpur, Uttar Pradesh.
Registered and Corporate Office	The registered office of our Company situated at A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India.
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee of our Board constituted in accordance with Regulation 20 of the SEBI (LODR) Regulations and Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
Statutory Auditor	The Statutory Auditor (Peer Reviewed) of our Company, being M/s. Saroj Kumar Jha & Associates, Chartered Accountants.

### Issue Related Terms

Terms	Description
Allocation / Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants
Allotment/ Allot/ Allotted	Issue and allotment of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Applicant	Any prospective investor who makes an application for Equity Shares 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 the Draft Prospectus
Application Collecting Intermediaries	a SCSB with whom the bank account to be blocked, is maintained a syndicate member (or sub-syndicate member) If any a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)(broker <sup>e</sup> ) if any, a depository participant (DP) (whose name is mentioned on the website of the stock exchange as eligible for this activity) a registrar to an issue and share transfer agent (RTA) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.

ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai & Kolkata
Bankers to the Issue /Refund Banker / Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account and Refund Account will be opened and in this case being ICICI Bank Limited.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section "Issue Procedure - Basis of allotment" on page no. 225 of this Draft Prospectus.
Business Day	Any day on which commercial banks are open for the business.
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account.
Compliance Officer	The Company Secretary of our Company, Ms. Amrita Singh.
Controlling Branch/ Designated Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <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 details of the Applicants such as their address, PAN, occupation and Bank Account Details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
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	National Stock Exchange of India Limited.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time
Draft Prospectus	The Draft Prospectus dated July 21, 2018 issued in accordance with Section 26 of the Companies Act filed with the NSE under SEBI (ICDR) Regulations
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Emerge Platform of NSE	The SME Platform of NSE for Listing of Equity Shares offered under Chapter XB of SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII/ Foreign Institutional Investor	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and included in "Issue Procedure – General Information Document for Investing in Public Issues" on page 236.

IPO	Initial Public Offering
Issue/ Public issue / Issue size / Initial Public issue / Initial Public Offer / Initial Public Offering / IPO	Public issue of up to 2,100,800 Equity Shares of face value of 10.00 each of our Company for cash at a price of Rs. 85/- per Equity Share (including a share premium of Rs. 75/- per Equity Share) aggregating to Rs. 1,785.68 lakhs by our Company, in terms of this Draft Prospectus.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being Rs. 85/- per Equity Share.
Issue Proceeds	The proceeds of the Issue that is available to our Company. For further information about use of Issue Proceeds, see "Objects of the Issue" on page - 69.
Lead Manager/LM	Lead Manager to the Issue, in this case being Corporate CapitalVentures Private Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our Company and the Emerge Platform of NSE.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Share India Securities Limited, who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	Market Making Agreement dated [●], between our Company, LM and Market Maker.
Market Maker Reservation Portion	The Reserved Portion of 107,200 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 85/- per Equity Share aggregating Rs. 91.12 Lakhs for the Market Maker in this Issue.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 1,993,600 Equity Shares of Rs. 10/- each at Rs. 85/- per Equity Share including share premium of Rs. 75/- per Equity Share aggregating to Rs. 1694.56 Lakhs by ICL Multitrading India Limited .
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled "Objects of the Issue" beginning on page 69 of this Draft Prospectus.
Non Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2 Lakh.
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.

Peer Review Auditor	The Peer Review auditors of our Company, being Saroj Kumar Jha & Associates, Chartered Accountants
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Qualified Institutional Buyers / QIBs	Mutual Funds, Venture Capital Funds, or Foreign Venture Capital Investors registered with the SEBI; FIIs and their sub-accounts registered with the SEBI, other than a sub-account which is a foreign corporate or foreign individual; Public financial institutions as defined in Section 2(72) of the Companies Act; Scheduled Commercial Banks; Multilateral and Bilateral Development Financial Institutions; State Industrial Development Corporations; Insurance Companies registered with the Insurance Regulatory and Development Authority; Provident Funds with minimum corpus of Rs. 2,500 Lakh; Pension Funds with minimum corpus of Rs. 2,500 Lakh; National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and Insurance Funds set up and managed by the 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 opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated July 02, 2018, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Retail Individual Investor(s)	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 Lakh.
Revision form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
Underwriters	Underwriters to the issue are [●]
Underwriting Agreement	The Agreement entered into between the Underwriters and our Company dated [●].
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(zn) of the SEBI Regulations.
Working Days	Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday;  Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in

	accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016
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### Technical / Industry Related Terms / Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
Authorised Dealers	Authorised Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
AY	Assessment Year
B. A.	Bachelor of Arts
B.Com.	Bachelor of Commerce
Banking Regulation Act	Banking Regulation Act, 1949
BE	Bachelor Degree in Engineering
BIFR	Board of Industrial and Financial Reconstruction
Bn	Billion
LM	Lead Manager
BSc	Bachelor Degree in Science
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a category II foreign portfolio investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CII	Confederation of Indian Industry
CIN	Company Identification Number
CIT	Commissioner of Income Tax
CIT(A)	Commissioner of Income Tax (Appeals)
CLRA	Contract Labour (Regulation and Abolition) Act, 1979
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder

Term	Description
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Copyright Act	The Copyright Act, 1957
CS	Company Secretary
CSR	Corporate Social Responsibility
DB	Designated Branch
Depositories Act	Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECB	External Commercial Borrowings
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Environment Protection Act	Environment Protection Act, 1986
EPF Act	Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPFO	Employees' Provident Fund Organisation
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
ESIC	Employees' State Insurance Corporation
ESOP	Employee Stock Ownership Plan
ESPS	Employee Stock Purchase Scheme
F&NG	Father and Natural Guardian
F&O	Futures and Options
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA 2000	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year

Term	Description
FIPB	Foreign Investment Promotion Board
FIs	Financial Institutions
FMC	Forward Market Commission
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FTA	The Foreign Trade (Development and Regulation) Act, 1992
FTP	Foreign Trade Policy
FV	Face Value
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors), 2000, as amended from time to time
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
GST	Goods & Services Tax
GVA	Gross Value Added
HNI	High Net Worth Individual
HUF(s)	Hindu Undivided Family(ies)
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IMF	International Monetary Fund
IMS	IMS Health
Income Tax Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ` or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
IPR	Intellectual Property Rights
IRDA	Insurance Regulatory and Development Authority
ISIN	International Securities Identification Number
ISO	International Standards Organization
IT Act	Income Tax Act, 1961 as amended from time to time except as stated otherwise
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules
JV	Joint Venture
KMP	Key Managerial Personnel
KW	Kilo Watt
L/C	Letter of Credit
LIBOR	London interbank offered rate

Term	Description
Ltd.	Limited
MAPIN	Market Participants and Investors' Integrated Database
MCA	The Ministry of Corporate Affairs, GOI
MCI	Ministry of Commerce and Industry, GOI
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mn	Million
MNC	Multi National Company
MoEF	Ministry of Environment and Forests
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NAV	Net asset value
NBFC	Non-Banking Finance Company
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, securities premium account and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and debit balance of the profit and loss account
NI Act	Negotiable Instruments Act, 1881
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
NIFTY	National Stock Exchange Sensitive Index
No.	Number
NOC	No Objection Certificate
Non-Resident	A person resident outside India, as defined under FEMA Regulations and includes a Non-resident Indian
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
NWR	Negotiable Warehouse Receipt
OCB	Overseas Corporate Bodies
OD	Overdraft
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs

Term	Description
	directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. <b>OCBs are not allowed to invest in this Issue.</b>
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent account number
PAT	Profit after tax
Patents Act	Patents Act, 1970
PBT	Profit Before Tax
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership, Joint Venture, or Trust or Any Other Entity or Organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
POA	Power of Attorney
PPP	Public private partnership
Pvt./ (P)	Private
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC or Registrar of Companies	The Registrar of Companies, Kanpur, Uttar Pradesh
ROE	Return on Equity
RONW	Return on Net Worth
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.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (FII) Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI (FPI) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI (FVCI) Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (VCF) Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI (AIF) Regulations
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
Sec.	Section
Securities Act	The U.S Securities Act as amended from time to time

Term	Description
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
SSI	Small Scale Industry
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TPH	Tonnes per hour
Trademarks Act	The Trademarks Act, 1999
TRS	Transaction Registration Slip
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
u/s	Under Section
UIN	Unique Identification Number
UOI	Union of India
US\$ or USD or US Dollar	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f	With effect from
Water Act	Water (Prevention and Control of Pollution) Act, 1974
WDV	Written Down Value
WTD	Whole-time Director
YoY	Year over year

Notwithstanding the following: -

- (i) In the section titled '*Main Provisions of the Articles of Association*' beginning on page 261 of Draft this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- (ii) In the section titled '*Financial Information*' beginning on page 141 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section; and
- (iii) In the chapter titled "*Statement of Possible Tax Benefits*" beginning on page 77 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter.

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 Regulations 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.

## **CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION**

### **Certain Conventions**

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “ICL Multitrading India Limited”, “ICLMIL” and “ICL” unless the context otherwise indicates or implies, refers to ICL Multitrading India Limited.

### **Financial Data**

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our Restated Financial Statements and prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations and set out in *Financial Statements* on page 141. Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the “**IFRS**”) and the Generally Accepted Accounting Principles in the United States of America (the “**U.S. GAAP**”). Accordingly, the degree to which 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. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Draft Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Certain figures contained in this Draft Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points, except for figures in percentage. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

### **Currency and units of presentation**

In this Draft Prospectus, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; (b) ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America. All references to the word ‘Lakh’ or ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lakhs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’. Any percentage amounts, as set forth in *Risk Factors*, *Our Business*, *Management’s Discussion and Analysis of Financial Conditions and Results of Operation* and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated based on our Restated Consolidated Financial Statements and Restated Standalone Financial Statements.

### **Industry and Market Data**

Unless stated otherwise, industry and market data used throughout this Draft Prospectus has been obtained or derived from internal Company reports and 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 this Draft Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in this 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 this 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 this Draft Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this 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;
- Inability to identify or acquire new projects;
- 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, 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;
- developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, refer "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 15, 88 and 181 respectively.

Forward looking statements reflects views as of the date of this 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.

## SECTION II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this 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 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 88 and 181 respectively, as well as the other financial and statistical information contained in this Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 141. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this 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 your investment.

This 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 this 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. The following factors have been considered for determining the materiality.

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.

### INTERNAL RISKS

#### **1. There are certain criminal proceedings pending against our Promoters and Directors.**

There are certain criminal proceedings pending against our Promoter and certain of our Directors under the provisions of the Indian Penal Code and the Negotiable Instruments Act, 1881 and any adverse outcome in these cases could have a material adverse impact on the position of our Company. These proceedings may have a significant impact on our corporate image, reputation, client relationships and chances of undertaking new projects, divert the attention of our management and Promoter and waste our corporate resources.

If we are unable to neutralize the impact of these proceedings effectively or efficiently, we may suffer damage to our reputation and relationships with our clients, lenders, suppliers and business communities. Our business, prospects, financial condition and results of operation could be materially and adversely affected as a result. For details in relation to certain material litigation, please refer —Outstanding Litigation and Material Developments on page no 190.

2. **Our Company, our Promoters and certain of our Directors and Group Companies are involved in certain legal proceedings, which, if determined adversely, may adversely affect our business, results of operations and prospects.**

Our Company, our Promoters and certain of our Directors and Group Companies are involved in certain legal proceedings at different levels of adjudication. A summary of the proceedings involving our Company, our Promoters and certain of our Directors including the aggregate approximate amount involved to the extent ascertainable, is provided below:

**LITIGATION INVOLVING OUR COMPANY:**

**LITIGATION BEFORE STATUTORY/REGULATORY AUTHORITIES**

**BY & AGAINST ISSUER COMPANY**

TYPE OF CASE	LITIGATION NUMBER/ CASE NUMBER	DEFENDANT	AMOUNT INVOLVED	STATUS OF LITIGATION
NO SUCH LITIGATIONS				

**BY PROMOTERS & DIRECTOR**

TYPE OF CASE	LITIGATION NUMBER/ CASE NUMBER	DEFENDANT	AMOUNT INVOLVED	STATUS OF LITIGATION
<b>ROOP KISHORE GOLA</b>				
138 NI ACT	783/2012	Sanjeev Stainly	Rs. 12 Lakhs	Case is Pending For Hearing and Disposal

**AVADHESH KUMAR GOLA**

U/S 156(3) CRPC	02/2017	Sachin Pandey & Others	-	Pending for final disposal
U/S 156(3) CRPC	918/2013	Kailash Kashyap	-	Pending for final disposal
CIVIL (307 IPC)	396/2014	State (Unknown)	-	Case is pending for hearing and disposal
138 NI ACT	1737/2017	Ganpati sales corp. Ltd.	Rs. 4.9 Lakh	Pending for hearing and disposal

**AGAINST PROMOTERS & DIRECTOR**

Type of case	Litigation Number/ Case Number	Defendant	Amount involved	Status of Litigation
<b>Roop Kishore Gola</b>				
U/s 156(3) Crpc	703/2013	Rani Kashyap	-	Pending for final disposal
364 IPC	193/2013	Usha	-	Pending for final disposal
U/s 156(3) Crpc	918/2013	Kailash Kashyap	-	Pending for final disposal
U/s 156(3) Crpc	2546/2012	Sanjeev Stainly	Rs. 10 Lakhs	Case was decided in favor of Mr. R K Gola by the Court
TDS (IT Act 1961)	Outstanding Demand for FY 2013-14	Income tax Deptt	Rs. 1.55 Lakh	Pending

<b>Avadhesh Kumar Gola</b>				
U/s 156(3) Crpc	703/2013	Rani Kashyap	-	Pending for final disposal
364 IPC	193/2013	Usha	-	Pending for final disposal
U/s 156(3) Crpc	918/2013	Kailash Kashyap	-	Pending for final disposal

<b>BY PROMOTER GROUP</b>				
Type of case	Litigation Number/ Case Number	Defendant	Amount involved	Status of Litigation
<b>IMAGE CAREER LTD.</b>				
Civil (420,406 IPC)	908/2014	Pradeep Kumar	-	Pending
<b>ICL Kaushal Vikas Pvt. Ltd. (formerly known as ICL 3D Visual Magic Pvt. Ltd.)</b>				
Civil (420,406 IPC)	3279/2016	Pradeep Kumar	Rs. 40 Lakhs	Case is pending for hearing and disposal

<b>AGAINST PROMOTER GROUP</b>				
Type of case	Litigation Number/ Case Number	Defendant	Amount involved	Status of Litigation
<b>ICL Kaushal Vikas Pvt. Ltd. (formerly known as ICL 3D Visual Magic Pvt. Ltd.)</b>				
Civil	869/2014	Smt. Meenu	-	Decided in favor of ICL 3D Visual Magic Pvt. Ltd. on 06.04.2018

The amounts claimed in these proceedings have been disclosed to the extent ascertainable & the amount not disclosed is not ascertainable and include amounts claimed jointly and severally. We may incur significant expenses and management time in such legal proceedings. Any adverse ruling in any of the above proceedings or consequent levy of penalties by other statutory authorities may render us / them liable to liabilities / penalties and may have a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For further details regarding these legal proceedings, please refer 'Outstanding Litigation and Material Developments' on page no 190.

**3. We rely on third parties for substantially all of our sales and distribution operations, and if such third parties fail to assist us in a consistent, timely and efficient manner, our business, results of operations and financial condition may be adversely affected.**

Our sales and distribution operations depend substantially upon distributor network/ our own sales point. The approximate % of our sales from our distributor network and our own sale office.

Sales Channel	March 31 <sup>st</sup> , 2018	March 31 <sup>st</sup> , 2017	March 31 <sup>st</sup> , 2016	March 31 <sup>st</sup> , 2015
Distributor Network	33.25%	31.75%	36.35%	12.46%
Own Sales Offices	66.75%	69.25%	63.65%	87.54%

We cannot assure you that such third parties will be able to establish or maintain adequate sales capabilities or will be successful in ensuring sale of our products. Further, although we enter into exclusive agreements with such third parties, we cannot assure you that such third parties will be able to fulfil their obligations under such agreements entirely, in a manner acceptable to us, or at all. Authorized distributors, as independent business operators, may, from time to time, disagree with us

and our strategies regarding the business or our interpretation of our respective rights and obligations under applicable agreements. We cannot assure you that such third parties shall not breach certain terms of such agreements or shall not choose to terminate their agreements with our Company. We may have to initiate litigation in respect of any breach by such third parties, and such litigation could divert the attention of our management from our operations, which could harm our business, financial condition and results of operation. Further, we cannot assure you that the outcome of any such litigation will be favourable to us.

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

We do not manufacture any of the products that we trade in. As a trader our business is heavily depended on the products manufactured by various manufacturers. We procure the products with customisation from various suppliers based on availability of desired quality, quantity and other financial terms. We are required to rely heavily on a few suppliers and the quality of products supplied by them. Though we do not manufacture any product ourselves, we have substantial marketing or branding requirements for business, and we are reliant on our suppliers for giving us timely delivery, products of agreed quality and products customised as per our need. Our sales and profitability would be adversely affected in case of any management inabilities or errors on part of our suppliers.

Following are some of the important factors about our business which we do not directly have control over and are dependent on our suppliers:

- Quality consistency of the products and its variants;
- Branding and other customisation of these products on a large scale;
- Errors or rollbacks in sold products creating negative goodwill and consumer litigations;
- Cost competitiveness of these products;
- Supplier side logistics which in turn affect our delivery levels to customers.

**5. We have experienced negative cash flows in the past. Our inability to generate and sustain adequate cash flows in the future may adversely affect our business, results of operations and financial condition.**

We have experienced negative cash flows in the recent periods, the details of which, as per our restated standalone financial statements, are as follows:

**(Rs. in lakhs)**

Particulars	For the financial year ended March 31		
	2018	2017	2016
Net Cash from Operating Activities	(56.08)	70.60	(138.02)
Net Cash from Investing Activities	(99.80)	(139.89)	1.66

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. Our inability to generate and sustain adequate cash flows in the future could adversely affect our results of operations and financial condition. For further details, refer "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 141 and 181, respectively

**6. Our major revenues are derived from sales made in the States of Uttar Pradesh (UP), Uttarakhand and Jharkhand in India. Our growth strategy to expand into new geographic areas possess risks. We may not be able to successfully manage some or all of such risks, which may have a material adverse effect on our revenues, profits and financial condition.**

Our operations have been geographically concentrated in the States of Uttar Pradesh (UP), Uttarakhand and Jharkhand. Our business is therefore significantly dependent on the general economic condition and activity in these States in which we operate along with the Central, State and Local Government policies relating to the industries in which we operate. Although, investment in the industries in which we operate has been encouraged, there can be no assurance that this will continue. We may expand geographically and may not gain acceptance or be able to take advantage of any expansion

opportunities outside our current markets. This may place us at a competitive disadvantage and limit our growth opportunities.

**7. 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.**

We compete directly against wholesalers and direct retailers of textile and textile products, spices and tea selling companies with substantial market share, established companies selling internationally renowned brands as well as domestic retailers and regional competitors. Many of our competitors are companies with strong brand recognition. However, the domestic segments are fragmented and continue to be dominated by unorganized and regional suppliers. We compete primarily on the basis of brand image, style, performance and quality. In order to compete effectively, we must continue to maintain and develop our brand image and reputation, be flexible and innovative in responding to rapidly changing market demands and customer preferences and offer customers a wide variety of good quality products at competitive prices.

Many of our competitors have significant competitive advantages, including longer operating histories, larger and broader customer base, more established relationships with a broader set of suppliers, greater brand recognition and greater financial, research and development, marketing, distribution budgets and other resources than we do. The number of our direct competitors and the intensity of competition may increase as we expand into other product lines or as other companies expand into other product lines. Our competitors may enter into business combinations or alliances. Our competitors may also be able to respond more quickly and effectively than we do to new or changing opportunities, standards or customer preferences, which could result in a decline in our revenues. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

**8. Our Registered office and our godowns premises are not owned by us.**

Our Company has taken our registered office on lease from M/s. Dewan and Sons for a period of 60 (sixty) months commencing from February 1, 2015 until January 31, 2020. Further, our repackaging godowns facility for tea leaves business situated at Jalakash Compound, 10th KM, Rampur Road, Opposite AKC Hyundai Showroom, VPO Nondoshi, Bareilly - 243 052, Uttar Pradesh, is on leasehold basis for the period beginning March 5, 2016 up to March 4, 2019. There can be no assurance that our Company will be able to successfully renew the said lease deeds in a timely manner or at all. Further there can be no assurance that we will not face any disruption of our rights as a lessee and that such lease deed will not be terminated prematurely by the lessor. For further details on the properties of our Company, refer to the section titled "Immovable Properties" appearing under "Our Business" on page no 88.

**9. In the past, our Company has been in non-compliance with respect to filings of E-form for Consolidation of financial Statements (AOC-4 CFS) as well as the Company is in default in filing of E-form 23AC, 23ACA & 20B**

In the past, our Company has not made filing of relevant E-form for consolidation of financial statement with the registrar of Companies for the financial year ending on March 31, 2017 and March 31<sup>st</sup>, 2016.

Further the Company is in default for non-filing of E-form 23AC, 23ACA & 20B for financial year ended on 31<sup>st</sup> March 2013

We also cannot assure you that the Central Government or Registrar of Companies will not impose any penalty or the penalty imposed by the Central Government or Registrar of Companies will be reasonable and that such penalty will not have a material adverse effect on our financial results. We cannot assure you that we will be in a position to file the forms at all or any time in the future.

Further, our Company and every officer of our Company who were in default in this regard may also be subject to punishment as prescribed under the Companies Act.

**10. There have been instances of incorrect / delayed filings in the past with the RoC. If the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.**

There are some of the instances of non compliances/delay in compliances of the provisions of the Companies Act due to some clerical mistakes in documents and forms filed with the Registrar of Companies and on account of filing of some forms with requisite additional fees. We also cannot assure you that no legal action will be taken by the ROC further in this regard.

**11. The products marketed and sold by our Company in relation to the 'ICL' brand are vulnerable to counterfeiting or imitation by third parties that may affect the reputation of our Company.**

The products marketed and sold by us under the 'ICL' brand are developed for the relevant season based on prevailing trends. Our Company ensures that these products are manufactured by contract manufacturers for our Company and they are not permitted to sell these products. We maintain a close check and control over each stage of the production process and conduct quality checks at every stage. However, our 'ICL' brand of products are vulnerable to counterfeiting and imitation by third party vendors who may manufacture and sell products in the mass market at relatively cheaper prices. While we make constant checks in mass markets in an effort to prevent the sale of any counterfeit products of our 'ICL' brand, there can be no assurance that we will be able to prevent sale of counterfeit products at all time. Any sale of counterfeit or imitation products which does not match the quality standards of our products will adversely impact our reputation. It will also materially affect our business, prospects, results of operations and financial conditions.

**12. Our application for registration of our trademark and logo " along with other applications are still pending with the relevant trademark authorities. If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.**

Our Company's success largely depends on our brand name and brand image and our trademarks are important for differentiating our Company's products from that of our competitors. Our Company has applied for registration of its trademark and logo ', being used by our Company, under the provisions of the Trademarks Act, 1999, along with registration of our other trademarks; however, as on the date of this Draft Prospectus, the same have not been registered in the name of our Company. Hence, our Company does not enjoy the statutory protections accorded to a registered trademark. The registration of any trademark is a time-consuming process, and there can be no assurance that any such registration will be granted.

In the absence of such registration, competitors or other companies may challenge the validity or scope of our intellectual property. Unless our trademarks are registered, we may only get passing off relief for our marks, if used by others, which could materially and adversely affect our brand image, goodwill and business. These trademarks are integral to our business, and the loss of any of these intellectual property rights could have a material adverse effect on our business.

**13. We are involved in high volume-low margin business. Any disruption in our turnover or failure to regularly grow the same may have a material adverse effect on our business, results of operations and financial condition.**

Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results, debt service capabilities and financial conditions. Due to the nature of the products we sell, we may not be able to charge higher margins on our products. Hence, our business model is heavily reliant on our ability to effectively grow our turnover and manage our key processes including but not limited to raw material procurement, timely sales / order execution and continuous cost control of non-core activities. The table below gives details of our operating margins and net profit margin based on restated standalone financial statements.

(Rs. in lakhs)

Particulars	For Financial Year		
	2018	2017	2016
Total Revenue from Operations	2747.37	2456.04	2293.71
PBT as a % of Total Income	11.21	6.11%	2.41%
PAT as a % of Total Income	8.13	4.07%	1.66%

Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. For further details regarding the discussions and explanations for our past results, please refer "Management's Discussions and Analysis of Financial Condition and Results of Operations" on page 181 of this Draft Prospectus.

**14. We are dependent on third party transportation providers for the delivery of raw materials and products. Accordingly, any increase in transportation costs or unavailability of transportation services for our products may have an adverse effect on our business, financial condition, results of operations and prospects.**

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products and raw material, as the case may be, from our vendors and suppliers and for transportation of our finished products. For this purpose, we hire services of transportation companies. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. We do not enter into written documentation in relation to the transportation services we hire. We could be faced with transportation risks due to any loss or pilferage, which we may not be able to recover from our insurance coverage. Further, the cost of our goods carried by such third-party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a timely and cost-efficient manner. Accordingly, our business is vulnerable to increased transportation costs, including, as a result of increase in fuel costs, transportation strikes, delays, damage or losses of goods in transit and disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in road infrastructure or other similar events.

Although, we have experienced few disruptions in the past on account of state wide transportation strikes, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may be cost inefficient, thereby adversely affecting our operations, profitability, reputation and market position.

**15. We may not be able to adapt to changing market trends and customer requirements in a timely manner, or at all.**

The market for the products in which we deal is highly competitive with several players present in various segments in brick and mortar stores and through third party e-commerce platforms. If we are unable to anticipate consumer preferences or industry changes, or if we are unable to modify our products and their prices on a timely basis, we may lose customers to our competitors (located in physical stores and on e-commerce platforms) or may be forced to reduce our sales realization on products by having to offer them at a discount, thereby reducing our margins. For instance, manufacturing for a season begins well in advance of the season and we may not be able to incorporate the prevalent trends or accommodate any sudden emergence of a new trend that may be relevant to that season in the collection being released. If our competitors are able to cater to these markets, or if we are not able to anticipate the demand, or misjudge the quantity, inter alia, this could

lead to lower sales, higher inventories and higher discounts, each of which could have a material adverse effect on our brand, reputation, results of operations and financial condition.

**16. We have existing secured debt facilities and may incur further additional debt, which could adversely affect our financial health and our ability to obtain financing in the future and react to changes in our business and increases in interest rates of our borrowings may impact our results of operation. Further, our debt financing agreements contain restrictive covenants or lenders' options that may affect our interest.**

As on 31<sup>st</sup> March 2018, the amount of our total outstanding secured borrowings was 113.28 lakhs. For further details, refer "Financial Indebtedness" on page no 189. We may incur additional indebtedness in the future. Our ability to meet our debt service obligations and our ability to repay our outstanding borrowings will depend primarily upon the cash flow produced by our business. We cannot assure you that we will generate sufficient revenue from our businesses to service existing or proposed borrowings.

Further, some debt financing agreements entered into by our Company contain restrictive covenants, and/or events of default that limit our ability to undertake certain types of transactions, which may adversely affect our business and financial condition. Many of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities or entering into certain transactions. Typically, restrictive covenants under our financing documents relate to obtaining prior consent of the lender for, among others: (a) effect any change or in our Company's major change in management involving transfer of ownership; (b) formulate any scheme of merger, amalgamation or re-construction; (c) implement any scheme of expansion/modernization/ diversification/ renovation or acquire any fixed assets during any accounting year; (d) declare dividend for any year except out of profits relating to that year after making all due and necessary provisions and provided further that no default had occurred in any repayment obligations; and (e) enter into borrowing arrangement whether secured or unsecured with any other bank/ financial institution/ company or person. For further details of the restrictive covenants under our financing documents, refer "Financial Indebtedness" on page no. 189 In addition, the lenders may, at their discretion, exercise their rights and powers pursuant to the guarantee against the guarantors jointly or severally.

We cannot assure you that we have complied with all such restrictive covenants in a timely manner or at all or that we will be able to comply with all such restrictive covenants in the future. A failure to observe the restrictive covenants under our financing agreements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. Further, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. In addition, other third parties may have concerns over our financial position and it may be difficult to market our services. Any of these circumstances could adversely affect our business, credit rating, prospects, results of operations and financial condition. Moreover, any such action initiated by our lenders could result in the price of the Equity Shares being adversely affected.

**17. Our Company has availed certain unsecured loans that are callable by the lenders at any time.**

As on 31<sup>st</sup> March, 2018 our Company has availed certain unsecured loans that can be callable on demand by the lenders at any point of time. For further details, refer "Financial Indebtedness" on page no 189. In case of any demand from lenders for repayment of such unsecured loans, the resultant cash outgo, may adversely affect our business operations and financial position of our Company.

**18. We have many group companies where our Promoters / Directors are actively involved as Promoter or director of that Company.**

Our Company is part of a business conglomerate and our Promoters and Directors are also actively involved in various other group companies. Our Promoters may devote substantial time and resources to develop and grow the business of other group companies, though Directors and Promoters are involved in other group companies but the maximum time of Promoter and Directors is devoted in this Company hence there is no probability for lack of leadership. Though some of our group companies are

involved in business similar to us, we cannot guarantee that our promoters will divide their time and energy between our group companies and us. Though our key managerial personnel are well experienced to carry out the business activities, lack of involvement of our Promoters could have an adverse effect on our goodwill and financial performance.

**19. Our Promoters and Directors, Roop Kishore Gola and Avadhesh Kumar Gola have provided personal guarantees for loan facilities obtained by our Company and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters and Directors and thereby, adversely impact our business and operations.**

Our Promoters and Directors Roop Kishore Gola and Avadhesh Kumar Gola have personally guaranteed the repayment of certain loan facilities taken by our Company. Any default or failure by us to repay its loans in a timely manner, or at all could trigger repayment obligations on the part of our Promoter and Directors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters and Directors of our Company, thereby having an adverse effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals withdraw or terminate their guarantees, our lenders 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 lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows.

**20. Our Company in the financial year 2016-17 during the period November 9, 2016 to December 31, 2016 deposited cash in old high denomination notes in its bank accounts.**

The Reserve Bank of India and the Ministry of Finance of the GOI withdrew the legal tender status of Rs. 500 and Rs. 1,000 currency notes (old high denomination notes) pursuant to notification dated November 8, 2016. Our Company deposited an aggregate sum of 40.63 lakhs in the financial year 2016-17 during the period November 9, 2016 to December 31, 2016 in old high denomination notes in its bank accounts. We cannot assure that going forward any statutory or regulatory authority will not inquire / inspect into such deposits made by our Company. Any adverse findings / observations by such statutory or regulatory authority in relation to such deposits made by our Company may subject our Company and/or its Directors to liabilities under the relevant provisions of the Income Tax Act, 1961 and other applicable rules and regulations which may have a material adverse effect on our reputation and results of operations.

**21. We have issued Equity Shares during the last one year from the date of filing of the Draft Prospectus at a price that is below the Issue Price.**

During the last one year from the date of filing of the Draft Prospectus we have issued Equity Shares at a price that is lower than the Issue Price as detailed in the following table:

Date of allotment	Number of Equity Shares allotted	Face value	Issue Price	Nature of Consideration	Nature of allotment	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
August 7, 2017	1,116,870	10.00	N. A.	Other than Cash	Bonus Allotment	22.96	16.04
August 10, 2017	2,103,500	10.00	10.00	Cash	Conversion of loan into Equity Shares	43.25	30.20
March 30, 2018	1,389,681	10.00	N.A.	Other than Cash	Bonus Allotment	28.57	19.95

For further details of the aforesaid allotment refer "Capital Structure" on page 57.

**22. Our results of operations are likely to vary from year to year and be unpredictable, which could cause the market price of the Equity Shares to decline.**

Our results of operations have historically varied from year to year due to various factors, and we expect that this trend will continue. You should not rely on our past financial results for any year as indicators of future performance. Our results of operations in any given year can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- › our ability to acquire and retain clients for our products;
- › maintaining high levels of customer satisfaction;
- › capital expenditure and other costs relating to our operations;
- › adhering to our high quality and process execution standards;
- › products or pricing policies introduced by our competitors;
- › the timing and nature of, and expenses incurred in, our marketing efforts;
- › recruiting, training and retaining sufficient skilled technical and management personnel;
- › developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems;

Also, please refer “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 181 of this Draft Prospectus for details on the factors affecting our financial results. All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our results of operations. This variability and unpredictability could materially and adversely affect our results of operations and financial condition.

**23. If we are unable to attract new customers or retain our existing customers the growth of our business and cash flows will be adversely affected.**

To increase our revenue and cash flows, we must regularly add new customers. If we are unable to generate sufficient leads through our marketing programs, or if our existing or new clients do not perceive our products to be of sufficiently high value and quality, we may not be able to increase sales and our operating results would be adversely affected. If we fail to sell our products to new customers or fail to retain our existing customers do not renew their contracts, our operating results will suffer, and our revenue growth, cash flows and profitability may be materially and adversely affected.

**24. We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business which could result in an adverse effect on our results of operations.**

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Our licenses, permits and approvals impose certain terms and conditions that require us to incur significant costs and inter alia, restrict certain activities. The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non compliance with any terms or conditions thereof, or pursuant to any regulatory action. Also, the manufacturers of the healthcare products that we market and sell need to maintain various approvals and licenses in order to undertake and continue the manufacturing activities of such healthcare products. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

We will endeavour to renew or obtain such approvals as required, there can be no assurance that the relevant authorities will issue any such approvals within our anticipated timeframe or at all. An inability to renew, maintain or obtain any required permits, licenses or approvals may result in the interruption of our operations and have a material adverse effect on our business, financial condition and results of operations. For further information regarding licenses and approvals, see the section titled “Government and Other Approvals” on page no 194.

**25. Our success depends largely on our senior management and skilled professionals and our ability to attract and retain them.**

Our success depends on the continued services and performance of the members of our senior management team and other key personnel. Our continued success also depends upon our ability to attract and retain a large group of skilled professionals and staff who have specialized technical know-how. The loss of the services of our senior management or our inability to recruit, train or retain a sufficient number of skilled professionals could have a material adverse effect on our operations and profitability. Competition for senior management in the industry in which we operate is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. Moreover, we do not maintain “key man” life insurance policies for senior members of our management team or other key personnel. We may lose skilled employees to competing employers who pay higher salaries or be forced to increase the salaries to be paid to our employees. If we cannot hire or retain enough skilled professionals, our ability to expand our business will be impaired and consequently, our revenues could decline. Any such loss of the services of our senior management personnel or skilled professionals could adversely affect our business, prospects, financial condition and results of operation.

**26. We have significant employee benefit expenses, such as staff welfare expenses and other funds. An increase in employee costs may prevent us from maintaining our competitive advantage and may reduce our profitability.**

Company is taking due consideration at the time of recruitment of staff and only experienced & expert of their field being employed at most competitive cost and Company had made necessary provisions to maintain cost. If the cost of employment increases in this industry segment only in such case the employee cost may be higher and may attract negligible effect on our profitability. We incur various employee benefit expenses, including staff welfare expenses and other funds. Our profit margins may get adversely impacted, if we are unable to pass on such costs and cost increases to our clients on a concurrent basis. Unless we are able to continue to increase the efficiency and productivity of our employees, increase in proportion of employees with lower experience, or source talent from other low-cost sources, employee costs increases in the long term may reduce our profit margins.

**27. Our results of operations would be materially and adversely affected.**

We generally do not enter into agreements with our third-party manufacturers, and typically transact business on an order-by-order basis. Identifying a suitable third-party manufacturer is an involved process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labour and other ethical practices. We engage contract manufacturers located in Rajasthan, Assam, Haryana and Delhi and surrounding areas for manufacturing our products. Since such third-party manufacturers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such third-party manufacturers, which may cause them to cater to our competitors alongside, or even instead of us. Our contract manufacturers’ production facilities are susceptible to operating risks, such as damage or interruption from human error, fire, flood, power loss, work stoppages, terrorist attacks, acts of war, theft, earthquake and other force majeure events. Any interruption in our contract manufacturing operations for any significant period of time could adversely affect the timely delivery of our products and our business and results of operations.

Further, if we experience significant increased demand, or need to replace one or more of our existing manufacturers, there can be no assurance that additional manufacturing capacity will be available when required on terms that are acceptable to us, or at all, or that any manufacturer would allocate sufficient capacity to us in order to meet our requirements or fill our orders in a timely manner. Even if we are able to expand existing or find new manufacturing sources, we may encounter delays in production and added costs as a result of the time it takes to train our manufacturers in our methods, products and quality control standards. Any delays, interruption or increased costs in manufacture of our products could have an adverse effect on our ability to meet customer demand for our products and result in lower revenue from operations both in the short and long term.

**28. Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution.**

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on our estimates. In view of the competitive and dynamic nature of our business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our Board. In addition, schedule of implementation as described herein are based on management's current expectations and are subject to change due to various factors some of which may not be in our control.

**29. Our Company's management will have flexibility in utilizing the Net Proceeds. There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.**

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and our current business plan. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above 10,000.00 lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Net Issue Proceeds to National Stock Exchange of India Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials

**30. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.**

We have entered into related party transactions with our Promoters, Promoter Group, Group Entities and Directors. For details of these transactions, refer "Related Party Transactions" on page 139. We cannot assure you that we will be able to maintain the terms of such transactions or in the event that we enter future transactions with related parties, that the terms of the transactions will be favourable to us. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's-length basis, we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. We may also enter related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to audit committee or board or shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, cash flows and financial condition.

**31. We have not made firm arrangements with any financial institution for funding of our balance working capital requirements. The failure to obtain additional financing may adversely affect our ability to grow and our future profitability.**

Currently company has made a working capital arrangement with the bank. Further requirement of working capital is a part of our Public offer; refer to "Financial Statements". Our additional working capital requirement has been estimated at 2541.96 lakhs, of which 1050.00 lakhs would be funded out of the Net Issue Proceeds, whereas the balance amount i.e. 1491.96 lakhs would be arranged by way of borrowings or internal accruals. However, as on date of this Draft Prospectus our Company has not identified any alternate source of funding for our working capital requirement. Our Company cannot

assure you that we will be able to raise such additional financing on acceptable terms in a timely manner or at all. 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. For further details of our working capital requirement, refer "Object of the Issue" on page 69.

**32. We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.**

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, refer "Dividend Policy" on page 140.

**33. Our Promoters and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.**

Upon completion of this Issue, our Promoters and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in "Capital Structure" on page no 57, we cannot assure you that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

**34. Our Promoters, Directors and Key Management Personnel of our Company may have interests in us other than reimbursement of expenses incurred or normal remuneration or benefits.**

Our Promoters are interested in us to the extent of any transactions entered into or their shareholding and dividend entitlement in us. Our Directors (other than our nominee Directors) are also interested to the extent of remuneration paid to them for services rendered as our Directors and reimbursement of expenses payable to them. Our Directors may also be interested to the extent of any transaction entered into by us with any other company or firm in which they are directors or partners or in their individual capacity. For further details, refer "Our Promoters and Promoter Group", "Our Management" and "Related Party Transactions" on pages no 124, 113 and 139, respectively.

**35. Our insurance coverage may not be sufficient or may not adequately protect us against any or all hazards, which may adversely affect our business, results of operations and financial condition.**

We have Insurance cover which may not be adequate to cover all our losses or liabilities that may arise from our operations. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be

borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further details on our insurance arrangements, refer “Our Business – Insurance” on page 96.

**36. We face foreign exchange risks that could adversely affect our results of operations.**

Our Company have not made any foreign exchange currency transaction since beginning hence there is no currency fluctuation or profit or loss so far. And in future the company is planning to enter into export market with due consideration of currency fluctuations by way of using the hedge method.

**EXTERNAL RISKS**

**37. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.**

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although, economic conditions are different in each other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders’ equity and the price of our Equity Shares.

Our performance, growth and market price of our Equity Shares are and will be dependent on the health of the Indian economy. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. India’s economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, cash flows and financial condition. Also, a change in the Government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**38. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of corporate and tax laws, may adversely affect our business and financial results.**

Our business and financial performance could be adversely affected by any change in laws or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to us and our business including those relating to the industry in which we operate. There can be no assurance that the Government of India or state governments will not introduce new laws, regulations and policies which will require us to obtain additional approvals and licenses or impose onerous requirements on our business.

For example, the new Companies Act, 2013 contains significant changes to Indian company law, including in relation to the issue of capital by companies, disclosures in offer documents, related party transactions, corporate governance, audit matters, internal controls, shareholder class actions, restrictions on the number of layers of subsidiaries, prohibitions on loans to directors, insider trading and restrictions on directors and key management personnel from engaging in forward dealing. Moreover, effective April 1, 2014, companies exceeding certain net worth, revenue or profit thresholds are required to spend at least 2% of average net profits from the immediately preceding three financial years on corporate social responsibility projects, failing which an explanation is required to be provided in such companies’ annual reports.

The Ministry of Finance has issued a notification dated March 31, 2015 notifying ICDS which creates a new framework for the computation of taxable income. Subsequently, the Ministry of Finance, through a press release dated July 6, 2016, deferred the applicability of ICDS from April 1, 2015 to April 1, 2016 and is applicable from FY 2017 onwards and will have impact on computation of taxable income for FY 2017 onwards. ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. Such specific standards for computation of income taxes in India are relatively new, and the impact of the ICDS on our results of operations and financial condition is uncertain. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition going forward.

The Government of India has recently approved the adoption of a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure, with effect from July 1, 2017. Given the limited availability of information in the public domain concerning the GST, we cannot provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

We have not determined the effect of such legislations on our business. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

**39. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.**

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's or central government's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

**40. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to an investor's assessment of our Company's financial condition.**

As stated in the reports of our Company's statutory auditors included in the Draft Prospectus, our Restated Financial Information is prepared and presented in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, consistently applied during the periods stated, except as provided in such reports, and no attempt has been made to reconcile any of the information given in the Draft Prospectus to any other principles or to base it on any other standards such as US GAAP or IFRS. Each of US GAAP and IFRS differs in significant respects from Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian

accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

**41. Investors may have difficulty enforcing foreign judgments against us or our management.**

We are a limited liability company incorporated under the laws of India. All our directors and executive officers are residents of India and all of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon us or such persons outside of India, or to enforce judgments obtained against such parties outside of India.

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

However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside of India which the Central Government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalty.

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

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

**42. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.**

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the EMERGE Platform of NSE may not develop or be sustained after the Issue. Our Company and the Lead Manager have appointed Share India Securities Limited as a Designated Market Maker for the Equity Shares of our Company. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price

of the Equity Shares may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in the EMERGE Platform of NSE, securities markets in other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

**43. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our significant shareholders may dilute your shareholding and adversely affect the trading price of the Equity Shares.**

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Under the Income Tax Act, capital gains arising from the sale of equity shares in an Indian company within 12 months of purchase are generally taxable in India. Any gain realized on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the STT has been paid on the sale transaction. The STT is collected by the Indian stock exchange on which equity shares are sold. Any gain realized on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. The recent Finance Act 2017 amendments provided that where the shares have been acquired on or after October 1, 2004 and on which STT has not been paid at the time of acquisition, then the exemption of long term capital gains under section 10(38) of the Income Tax Act would not be available. This amendment further provides that the Government will notify certain modes of acquisition to which the recent amendment made by Finance Act 2017 would not be applicable and the shares acquired by such modes of acquisition would continue to get the benefit of section 10(38) of the Income Tax Act. The Government has issued a notification dated June 5, 2017 listing out certain modes of acquisition where the benefit of section 10(38) will not be applicable, subject to certain exceptions. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief that may be available under the applicable tax treaty or under the laws of their own jurisdiction.

**45. Natural calamities could have a negative effect on the Indian economy and cause our business to suffer.**

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. The extent and severity of these natural disasters determines their effect on the Indian economy. Further prolonged spells of below normal rainfall or other natural calamities in the future could have a negative effect on the Indian economy, adversely affecting our business and the price of our Equity Shares.

**46. Statistical and industry data contained in this Draft Prospectus may be incomplete or unreliable.**

Statistical and industry data used throughout this Draft Prospectus has been obtained from various government and industry publications. We believe the information contained herein has been obtained from sources that are reliable, but we have not independently verified it and the accuracy and completeness of this information is not guaranteed and its reliability cannot be assured. The market

and industry data used from these sources may have been reclassified by us for purposes of presentation. In addition, market and industry data relating to India, its economy or its industries may be produced on different bases from those used in other countries. As a result, data from other market sources may not be comparable. The extent to which the market and industry data presented in this Draft Prospectus is meaningful will depend upon the reader's familiarity with and understanding of the methodologies used in compiling such data.

Further, this market and industry data has not been prepared or independently verified by us or the Lead Manager or any of their respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors. Accordingly, investment decisions should not be based on such information.

**Prominent Notes:**

1. Public issue of 2,100,800 Equity Shares of face value of Rs. 10.00 each of our Company for cash at a price of Rs. 85 per Equity Share (including a share premium of Rs. 75 per Equity Share) ("Issue Price") aggregating to Rs. 1,785.68 lakhs ("the Issue") of which 107,200 Equity Shares aggregating to Rs. 91.12 lakhs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. issue of 1,993,600 Equity Shares of face value of Rs. 10.00 each at an Issue Price of Rs. 85 per equity share aggregating to Rs. 1,694.56 lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 30.16% and 28.62%, respectively of the post issue paid-up equity share capital of our Company.
2. For information on changes in our Company's name, Registered Office and changes in the objects clause of the MOA of our Company, refer "History and Certain Other Corporate Matters" on page no 107.
3. Our Net worth as on 31<sup>st</sup> March, 2018, 31 March, 2017 & 31<sup>st</sup> March 2016 was Rs. 602.30 lakhs, Rs.168.31 lakhs and Rs. 68.22 lakhs respectively, as per our Restated Standalone Financial Statements. Our Net worth as on 31<sup>st</sup> March, 2018, 31 March, 2017 and 31<sup>st</sup> March 2016 was Rs. 769.45 lakhs, Rs. 259.81 lakhs & Rs. 71.00 lakhs respectively, as per our Restated Consolidated Financial Statements.
4. Our Net Asset Value per Equity Share 31<sup>st</sup> March 2018, 31<sup>st</sup> March 2017 and 31<sup>st</sup> March 2016 was Rs. 12.38, Rs. 66.31 and Rs. 26.88 as per our Restated Standalone Financial Statements. Our Net Asset Value as on March 31, 2018, 31<sup>st</sup> March 2017 & 31<sup>st</sup> March 2016 was Rs. 15.82, Rs. 102.35, Rs. 27.97 respectively, as per our Restated Consolidated Financial Statements.
5. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of the Promoters	Equity Shares held	Average cost of Acquisition (In Rs.)
Mr. Roop Kishore Gola	770,620	6.72
Ms. Rajni Gupta	1,801,805	1.32
Mr. Avadhesh Kumar Gola	7,560	0.16
Image Career Limited	2,230,900	7.14

Note: The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by each of them to acquire the respective Equity Shares, by way of fresh allotment or share transfer.

6. None of our Group Entities have any business or other interest in our Company, except as stated in "Related Party Transactions" on page no 139 and "Our Group Entities" on page no 130, and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.
7. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since the Issue is a fixed price issue 'the allocation' is the net issue to the public category shall be made as follows:
  - a) Minimum fifty percent to Retail Individual Investors; and
  - b) Remaining to:
    - (i) Individual applicants other than retail individual investors; and
    - (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

8. There has been no financing arrangement whereby the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Prospectus.
9. Our Company was originally incorporated as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Kanpur, Uttar Pradesh dated September 7, 2012 with the name 'ICL Infradevelopers Private Limited'. Subsequently the name of our Company was changed to 'ICL Multitrading India Private Limited' and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on September 30, 2013. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on November 20, 2017 and consequently, the name of our Company was changed to 'ICL Multitrading India Limited' and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on December 8, 2017. Our corporate identification number is U74992UP2012PLC052404.
10. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever. For contact details of the Lead Manager and the Company Secretary & Compliance Officer refer "General Information" on page no 51.
11. No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Entities or key management personnel. Our Company has not entered into or is not planning to enter into any arrangement / agreements with Promoters, Directors, key management personnel, associates or Group Entities in relation to the utilization of the Net Proceeds of the Issue.

## SECTION III – INTRODUCTION

### SUMMARY OF INDUSTRY

#### INDIAN ECONOMY

##### Introduction

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it 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. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

##### Market size

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

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\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

##### Government Initiatives

The Union Budget for 2018-19 was announced by Mr. Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US\$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US\$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

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.

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

## TEXTILE INDUSTRY & MARKET GROWTH IN INDIA

### Introduction

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 105 million people directly indirectly. India's overall textile exports during FY 2017-18 stood at US\$ 37.74 billion.

India's apparel exports increased at a CAGR (Compounded Annual Growth Rate) of 9.2%<sup>3</sup> between 1990 and 2005 and at 8.1%<sup>4</sup> from 2006 to 2014. Significant boost was provided by dereservation of Garment Industry from Small-scale Industries classification in 2000 (National Textile Policy, 2000). While, India has the complete value chain capability for cotton products and for certain synthetic products - India has traditionally been exporting low value textiles products (fiber, yarn, fabric) more than apparel. However, now India's focus is shifting towards value addition within the country and in exports of finished products rather than exporting raw material and intermediate products. India's competitiveness in the global apparel trade is challenged by lack of scale in garment manufacturing, seasonality (manufacture only certain product categories), inadequate capability in the synthetic value chain, limited number of preferential trade agreements, etc.

**Source:** <https://www.ibef.org/industry/textiles.aspx>,

**Source:** <http://texmin.nic.in/sites/default/files/Garment%20Study%20-%20Final%20Report%20-%2026.02.2018.pdf>

### Market Size

The Indian textiles industry, currently estimated at around US\$ 150billion, is expected to reach US\$ 230 billion by 2020. The Indian Textile Industry contributes approximately 2 per cent to India's Gross Domestic Product (GDP), 10 per cent of manufacturing production and 14 per cent to overall Index of Industrial Production (IIP).

India's cotton exports are expected to jump 43 per cent to 10 million bales (of 170 kg each) in the 2018-19 marketing year on strong overseas demand, especially from China, according to industry body CIA. Overall cotton shipments are likely to cross 7 million bales in the ongoing 2017-18 marketing year (October-September). Already 6.2 million bales have been exported till May 2018, it said. Indian cotton is quoted at Rs 46,500 per bale in the spot market, much lower than Rs 54,000 per bale in the US and Rs 58,000 per bale in Australia.

Therefore, China - the world's second largest producer - has signed an advance contract for 5 lakh bales of new cotton crop from India for delivery in November-December of the 2018-19 marketing year.

**Source:** <https://www.ibef.org/industry/textiles.aspx>

**Source:** <https://www.ibef.org/news/cotton-exports-likely-to-jump-43-in-201819>

### Investment

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 2.82 billion during April 2000 to December 2017.

Some of the major investments in the Indian textiles industry are as follows:

- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20.
- Future Group is planning to open 80 new stores under its affordable fashion format, Fashion at Big Bazaar (FBB), and is targeting sales of 230 million units of garments by March 2018, which is expected to grow to 800 million units by 2021.

- Raymond has partnered with Khadi and Village Industries Commission (KVIC) to sell Khadi-marked readymade garments and fabric in KVIC and Raymond outlets across India.
- Max Fashion, a part of Dubai based Landmark Group, plans to expand its sales network to 400 stores in 120 cities by investing Rs 400 crore (US\$ 60 million) in the next 4 years.
- In May 2018, textiles sector recorded investments worth Rs 27,000 crore (US\$ 4.19 billion) since June 2017.

**Source:** <https://www.ibef.org/industry/textiles.aspx>

## **INDIAN FOOD PROCESSING**

### **Introduction**

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year. In India, the food sector has emerged as a high-growth and high-profit sector due to its immense potential for value addition, particularly within the food processing industry.

Accounting for about 32 per cent of the country's total food market, The Government of India has been instrumental in the growth and development of the food processing industry. The government through the Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments in the business. It has approved proposals for joint ventures (JV), foreign collaborations, industrial licenses, and 100 per cent export oriented units.

**Source:** <https://www.ibef.org/industry/indian-food-industry.aspx>

### **Market Size**

The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment. The Indian gourmet food market is currently valued at US\$ 1.3 billion and is growing at a Compound Annual Growth Rate (CAGR) of 20 per cent. India's organic food market is expected to increase by three times by 2020.

**Source:** <https://www.ibef.org/industry/indian-food-industry.aspx>

### **Road Ahead**

Going forward, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good Manufacturing Practices (GMP) and Good Hygienic Practices (GHP) by the food processing industry offers several benefits. It would enable adherence to stringent quality and hygiene norms and thereby protect consumer health, prepare the industry to face global competition, enhance product acceptance by overseas buyers and keep the industry technologically abreast of international best practices.

**Source:** <https://www.ibef.org/industry/indian-food-industry.aspx>

## **TEA INDUSTRY IN INDIA**

### **Introduction**

Indian tea is among the finest in the world owing to strong geographical indications, heavy investments in tea processing units, continuous innovation, augmented product mix and strategic market expansion. The main tea-growing regions are in Northeast India (including Assam) and in north Bengal (Darjeeling district and the Dooars region). Tea is also grown on a large scale in the Nilgiris in south India. India is one of the world's largest consumers of tea, with about three-fourths of the country's total produce consumed locally.

## KEY MARKETS AND EXPORT DESTINATIONS

- Export of Indian teas increased by 5.7 per cent in the first four months of 2017.
- During 2016, major importers of Indian tea were Russia, United States, United Kingdom, Egypt, Iran, Saudi Arabia, Germany, Morocco, Japan, France, UAE, Canada, Vietnam, Netherlands, and Kazakhstan.
- The country is home to a wide variety of teas, including CTC tea, orthodox tea, green tea and organic tea. Unlike many other tea producing and exporting nations, India has a manufacturing base for both CTC and orthodox tea, in addition to green tea.
- India offers high-quality specialty teas, such as Darjeeling, Assam Orthodox and the high-range Nilgiri, which have a distinctive aroma, strength, colour and flavour.

**Source:** <https://www.ibef.org/exports/indian-tea-industry.aspx>

## SPICES INDUSTRY IN INDIA

### Introduction

India, known as the home of spices, boasts a long history of trading with the ancient civilisations of Rome and China. Today, Indian spices are the most sought-after globally, given their exquisite aroma, texture, taste and medicinal value. India has the largest domestic market for spices in the world. Traditionally, spices in India have been grown in small land holdings, with organic farming gaining prominence in recent times. India is the world's largest producer, consumer and exporter of spices; the country produces about 75 of the 109 varieties listed by the International Organization for Standardization (ISO) and accounts for half of the global trading in spices.

**Source:** <https://www.ibef.org/exports/spice-industry-indias.aspx>

### Export highlights and key markets

- Total spices export from India stood at 947,790 tonnes valued at US\$ 2.63 billion in the year 2016-17, registering a year-on-year growth of 6 per cent in value terms.
- Major importers of Indian are US, China, Vietnam, UAE, Indonesia, Malaysia, UK, Sri Lanka, Saudi Arabia, and Germany.
- Top spices produced in the country include pepper, cardamom, chilli, ginger, turmeric, coriander, cumin, celery, fennel, fenugreek, ajwain, dill seed, garlic, tamarind, clove, and nutmeg among others.
- India commands a formidable position in the world spice trade with the spice exports expected to touch US\$ 2.63 billion by 2016-17.

### Growth of Spices industry

- India exported about 7.97 lakh tonnes of spices and spice products worth Rs 13,167.89 crore during April-December 2017, an increase of 20 per cent in volume and four per cent in Rupee terms.
- During the corresponding period in 2016, 6.63 lakh tonnes valued at Rs 12,607.46 crore was exported, a Spices board press release said.

Spices will emerge as \$18 billion industry by 2020, according to K Nirmal Babu, Director of the Kozhikode-based Indian Institute of Spices Research (IISR). The estimated annual growth rate for spices demand in the world is around 3.19 per cent. Of the \$18 billion spices market by 2020, the share of India will be around \$5 billion, he said. (According to the annual report of Spices Board, the value of spices export stood at \$2.48 billion during 2015-16.) Stressing the need for conserving genetic diversity in spices, he said that IISR has conserved around 3,000 varieties. He said that India is the centre of origin for black pepper and cardamom. Apart from this, the country is the major producer of ginger, turmeric, chillies and tree species of spices.

**Source:** <http://www.thehindubusinessline.com/economy/agri-business/spices-industry-to-see-good-growth-by-2020/article9926473.ece>

India exported about 7.97 lakh tonnes of spices and spice products worth Rs 13,167.89 crore during April-December 2017, an increase of 20 per cent in volume and four per cent in Rupee terms. During the corresponding period in 2016, 6.63 lakh tonnes valued at Rs 12,607.46 crore was exported, a Spices board press release said. In Dollar terms, spices exports were pegged at US\$2041.23 million as compared to US\$1880.02 million, notching an increase of nine per cent in value.

**Source:** <https://www.ibef.org/news/indias-spices-exports-rise-20-per-cent-in-aprildec-2017->

### **NUTRACEUTICALS OVERVIEW**

Indian nutraceuticals market is expected to grow at a compounded annual growth rate of 21 per cent and reach USD 10 billion by 2022 from USD 4 billion now. The growth in nutraceuticals - food and drinks which have potential health benefits - is seen largely driven by the modern day's consumer lifestyle that is impacted by faster pace of life, taking a toll on health and wellness.

It is also driven by the aging population estimated to reach USD 1 billion by 2020 in both developed and developing countries, said the report brought out today by MRSS India for industry body Assocham. Given the context, globally, too, the nutraceutical market is expected to reach USD 241 billion in 2019 from USD 172 billion in 2014.

"Nutraceuticals are poised to provide holistic solutions to the younger burgeoning Indian middle class to keep chronic ailments at bay and also address the rising incidence of lifestyle diseases, including cardiovascular ailments, diabetes, obesity and various forms of allergies. "Hence, the category is expected to witness accelerated growth on the backdrop of a need for a strong sense of well-being and increased life-expectancy,"

**Source:** <https://www.ibef.org/news/nutraceuticals-market-may-grow-to-us10-bn-by-2022>

## SUMMARY OF OUR BUSINESS

We are a multi-product branding and distribution Company. We sell our products under the Brand “ICL”. We focus on distribution through our network of warehouses, super stockiest and distributors with the presence primarily in Uttar Pradesh, Uttarakhand and Jharkhand. Our major category of products includes consumer products such as spices, tea, suiting-shirting & related accessories, incense sticks (Dhoop), gifting products and other products.

Further, we have also entered into herbal products segment and are procuring herbal wellness and cosmetic products from various manufacturers which are being sold through the online platform “[www.adiherbal.com](http://www.adiherbal.com)”

We get our products manufactured from third party manufacturers. The products are manufactured as per our requirements and specifications. The products are packed directly under our brand name by these manufacturers.

However, for Tea, we have established our own sorting and packaging facility located at Jalakash Compound, 10<sup>th</sup> KM, Rampur Road, Opposite AKC Hyundai, Showroom, VPO Nondoshi, Bareilly – 243 052, Uttar Pradesh. We sell two varieties of tea ICL Premium and ICL Gold. Entire sourcing, sorting and packaging are done on our own in this facility.

For our textile/fabric segment, we get our products both fabric and uniform made by our suppliers as per our specifications. The supplier dispatches the products to our warehouses as per our requirement. We manage the inventory efficiently to ensure supply to our business associates and customers. Festival season needs higher amount of supplies and the same is managed accordingly. Bulk of the sales of fabric comes from the sales of uniform (pants, shirts and ties) to our business associates who work as sales agents for ICL. Some part of sales also come from the sales of fabric to the end consumers through our business associates. This is stable, cost-efficient and profitable business and comes through almost on auto mode. We make efforts to ensure availability of these products at all our branch offices and warehouses at right price and maintain quality. At the same time, we do not intend to scale up this textile business beyond our captive consumers as we intend to be a food and agri-business company of repute.

We are focused primarily on tier 2 and tier 3 places including small towns and tehsil level places. We believe that we have created an identity of affordable brand for quality products. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We market our products through our stockiest and distribution network. These stockiest and distributors sell our products to various retail and wholesale shopkeepers. We had a wide network of 7 warehouses and 17 stockiest as of June 30, 2018.

Our Company was incorporated in 2012, and through the next few years, our Company was involved in branding and distribution of various products. Over the last few years we have been continuously adding new products and to our product portfolio. Over the years we have diversified to several other services linked to our basic work and built a steady position for ourselves in the Domestic market which can be witnessed from our revenue growth over the time.

Our Company is led by our Promoters, Mr. Roop Kishore Gola, Mr. Avadhesh Kumar Gola, Ms. Rajni Gupta and Image Career Limited.

ICL Group was established as a small infra firm in Bareilly by Mr. Roop Kishore Gola in the year 2008. Over the years ICL Group has expanded its span and now includes Infra, Finance, Insurance, Multi-product trading, Dairy Products and online market place under its umbrella.

## Our Major Products

SPICES	SUITING-SHIRTING & RELATED ACCESSORIES	TEA	INCENSE STICKS	GIFTING AND OTHER PRODUCTS
<ul style="list-style-type: none"> <li>• ICL Turmeric Powder</li> <li>• ICL Coriander Powder</li> <li>• ICL Red Chilli Powder</li> <li>• ICL Jayaka Chaat Masala</li> <li>• ICL Special Garam Masala</li> <li>• ICL Jeera Powder Bhuna</li> <li>• ICL Special Kitchen King Masala</li> <li>• ICL Special Meat Masala</li> </ul>	<ul style="list-style-type: none"> <li>• ICL Suit Length</li> <li>• ICL Pant Piece</li> <li>• ICL Shirt Piece</li> <li>• ICL Tie</li> <li>• ICL Belts</li> </ul>	<ul style="list-style-type: none"> <li>• ICL Gold Tea</li> <li>• ICL Premium Tea</li> </ul>	<ul style="list-style-type: none"> <li>• ICL Sandalwood Premium Dhoop</li> <li>• ICL Gugal Dhoop</li> </ul>	<ul style="list-style-type: none"> <li>• ICL Bags</li> <li>• ICL Diary</li> <li>• ICL Pen</li> <li>• ICL Purse</li> <li>• ICL Key Chains</li> </ul>

## Our Other Products

- ICL Cattle Feed
- ICL Pulses (Mung Dal, Chana Dal, Rajma Dal, Toor Dal, Urad Dal)
- ICL Phenyl

Other than as mentioned above we also have a range of electronic products, household products and stationery items in our product portfolio.

## Our Company have entered in the field of herbal products that are named as follows:

- 1. Dibatags Capsules:** Dibatags Herbal Capsule is purely an herbal formulation to manage diabetes.
- 2. Dibatags X Gold Special for Sexual Health of Diabetic Men & Women:** For Sexual health of Diabetic Men & Women.
- 3. Hair Tail Oil:** Hair Tail oil is made as a remedy for baldness, poor hair growth, poor hair quality, dandruff, psoriasis etc.
- 4. Hair Tail Shampoo:** Suitable for removing dandruff and reducing hair fall.
- 5. Hair Tail Capsules:** Capsules are helpful in stimulating hair-follicles and reducing the loss of hair.
- 6. Aminoazo Body Building Powder:** For exercise and building muscles.
- 7. Pain Tress Capsules:** Contains Ashwagandha (*Withania somnifera*), Kuchla (*strychnos nuxvomica*), Satavar (*Asparagus racemosus*), and Guggulu (*Commofora mokul*). Pain Tress Capsules is a combination of herbs and minerals. It is effective in removing the inflammation of joints.
- 8. Pain Tress Oil:** A combination of herbs and minerals. It is effective in removing the inflammation of joints. It removes swelling in joints, pain in joints, the stiffness of muscles. It nourishes the nerves, muscle & bones.

**9. Pilokill Capsules:** First & Second degree internal piles, External Piles, Bleeding Piles. Pre & Post Operatively in Haemorrhoidectomy, Rapidly Controls bleeding, removes constipation. Reduces Perianal itching and burning.

**10. Sliminess Capsules:** This product is designed to help lose weight safely and naturally.

**11. ADI Eye Drop:** These drops are suitable for treating different eye problems such as dryness, itchiness, redness, allergies, etc.

**12. Tar-Nil Syrup:** A product for cleaning the deposited tar that has been generated due to smoking. Tar- Nil Syrup is an herbal medicine for lungs.

**13. Energies High Power Capsules:** Ayurvedic Sexual Desire & Stamina Booster Capsule.

**14. Energies High Power Oil:** A Natural Body Oil Perfectly Blended to Invigorate and Revitalize the Skin on a Cellular Level.

**15. Shilajeet Forte Gold Capsules.**

### **Our Competitive Strengths**

- Experienced and Qualified management team
- Diversified and Innovative products range
- Our brand name
- Widespread sales and distribution network and supply chain competencies

### **Our Business Strategy**

- Focus on Increase in Volume of Sales
- Increase geographical presence
- Leverage and enhance the ICL brand name
- High margin products i.e. Herbal products

For further details please refer to the section titled '*Our Business*' on page 88.

## SUMMARY OF OUR FINANCIAL INFORMATION

### STATEMENT OF ASSETS AND LIABILITIES (STANDALONE), AS RESTATED

(Rs. In Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Equity &amp; Liabilities</b>					
<b>Shareholders Fund</b>					
Share capital	486.39	25.38	25.38	1.00	1.00
Reserves and surplus	3,541.63	3,566.42	3,466.36	4.71	0.75
Less Revaluation Reserve	3,423.53	3,423.53	3,423.53	0.00	0.00
Reserves (Net of revaluation reserves)	118.10	142.89	42.84	4.71	0.75
<b>Total Shareholder's Fund</b>	<b>604.49</b>	<b>168.27</b>	<b>68.22</b>	<b>5.71</b>	<b>1.75</b>
<b>Non Current Liabilities</b>					
Long Term Borrowings	170.90	212.40	182.01	0.00	0.00
Long term provisions	0.00	0.00	0.00	0.00	0.00
Deferred Tax Liability	13.30	14.67	0.80	0.11	0.00
<b>Total Non Current Liabilities</b>	<b>184.20</b>	<b>227.07</b>	<b>182.82</b>	<b>0.11</b>	<b>0.00</b>
<b>Current Liabilities</b>					
Short Term Borrowings	0.00	0.00	0.00	0.00	0.00
Trade Payables	497.19	729.95	553.50	442.17	366.17
Other Current Liabilities	4.43	46.55	32.41	136.24	69.05
Short Term Provisions	87.27	38.23	18.49	2.11	0.37
<b>Total Current Liabilities</b>	<b>588.89</b>	<b>814.74</b>	<b>604.39</b>	<b>580.52</b>	<b>435.60</b>
<b>Total Equity &amp; Liability</b>	<b>1,377.58</b>	<b>1,210.08</b>	<b>855.43</b>	<b>586.34</b>	<b>437.35</b>
<b>Non-Current Assets</b>					
<b>a) Fixed Assets</b>					
Tangible Assets	3,994.11	3,932.08	3,825.83	13.61	0.00
Intangible Assets	0.00	0.00	0.00	0.00	0.00
Total Fixed Assets (a)	3,994.11	3,932.08	3,825.83	13.61	0.00
Less : Revaluation Reserve	3423.53	3,423.53	3,423.53	0.00	0.00
<b>Net Block after adjustment for Revaluation Reserve</b>	<b>570.58</b>	<b>508.55</b>	<b>402.30</b>	<b>13.61</b>	<b>0.00</b>
b) Non Current Investments	25.00	31.00	6.00	0.00	0.00
c) Long Term Loans and Advances	0.00	0.00	0.00	65.82	0.00
d) Other Non Current Assets	0.00	0.00	0.00	325.83	120.32
<b>Total Non Current Assets</b>	<b>595.58</b>	<b>539.55</b>	<b>408.30</b>	<b>405.25</b>	<b>120.32</b>
<b>Current assets</b>					
Current Investments	5.44	0.00	0.00	0.00	0.00
Inventories	515.53	105.91	235.96	0.00	0.00
Trade Receivables	169.50	431.97	117.46	157.58	254.39
Cash and Cash Equivalents balances	12.61	51.22	90.13	20.09	31.44
Short Term Loans and advances	77.40	80.35	1.50	1.30	31.03
Other Current Assets	1.53	1.08	2.08	2.12	0.16
<b>Total Current Assets</b>	<b>782.01</b>	<b>670.53</b>	<b>447.13</b>	<b>181.09</b>	<b>317.03</b>
<b>Total Assets</b>	<b>1,377.58</b>	<b>1,210.08</b>	<b>855.43</b>	<b>586.34</b>	<b>437.35</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**STATEMENT OF PROFIT AND LOSS (STANDALONE), AS RESTATED**

**(Rs. In Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>	<b>31.03.15</b>	<b>31.03.14</b>
<b>Income</b>					
Revenue from Operations	2,747.37	2,456.04	2,293.71	230.27	70.13
Other Income	11.15	4.77	1.67	0.09	0.00
Changes in Inventory	409.61	(130.05)	235.96	205.51	120.32
<b>Total Revenue</b>	<b>3168.13</b>	<b>2,330.77</b>	<b>2,531.34</b>	<b>435.87</b>	<b>190.45</b>
<b>Expenditure</b>					
Purchase of Stock in Trade	2,231.54	1,158.08	1,439.08	260.15	151.48
Other Expenses	515.95	840.14	843.30	166.55	36.87
Employee Benefit Expenses	68.82	169.10	190.79	2.91	0.97
<b>Total (B)</b>	<b>2816.31</b>	<b>2167.31</b>	<b>2473.17</b>	<b>429.61</b>	<b>189.32</b>
<b>Profit Before Interest, Depreciation and Tax</b>	<b>351.82</b>	<b>163.46</b>	<b>58.16</b>	<b>6.26</b>	<b>1.13</b>
Depreciation	38.37	13.41	2.97	0.45	0.00
<b>Profit Before Interest and Tax</b>	<b>313.45</b>	<b>150.04</b>	<b>55.20</b>	<b>5.81</b>	<b>1.13</b>
Financial Charges	5.50	0.00	0.00	0.00	0.00
<b>Profit before Taxation</b>	<b>307.95</b>	<b>150.04</b>	<b>55.20</b>	<b>5.81</b>	<b>1.13</b>
Provision for Taxation	86.09	36.12	16.38	1.74	0.37
Provision for Deferred Tax	(1.37)	13.87	0.69	0.11	0.00
<b>Total</b>	<b>84.72</b>	<b>49.99</b>	<b>17.07</b>	<b>1.85</b>	<b>0.37</b>
<b>Profit After Tax but Before Extra ordinary Items</b>	<b>223.23</b>	<b>100.05</b>	<b>38.13</b>	<b>3.96</b>	<b>0.76</b>
Extraordinary Items	0.00	0.00	0.00	0.00	0.00
Prior Period Items	0.00	0.00	0.00	0.00	0.00
<b>Net Profit after adjustments</b>	<b>223.23</b>	<b>100.05</b>	<b>38.13</b>	<b>3.96</b>	<b>0.76</b>
<b>Net Profit Transferred to Balance Sheet</b>	<b>223.23</b>	<b>100.05</b>	<b>38.13</b>	<b>3.96</b>	<b>0.76</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**STATEMENT OF CASH FLOW (STANDALONE), AS RESTATED**

(Rs. In Lakhs)

<b>PARTICULARS</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>	<b>31.03.15</b>	<b>31.03.14</b>
<b>A. Cash Flow From Operating Activities</b>					
Profit Before Tax	<b>307.95</b>	<b>150.04</b>	<b>55.20</b>	<b>5.81</b>	<b>1.13</b>
<i>Adjusted for :</i>					
a. Depreciation	38.37	13.41	2.97	0.45	0.00
b. Interest Expenses & Finance Cost	5.50	0.00	0.00	0.00	0.00
c. Other Adjustments	0.00	0.00	0.00	0.00	-
d. Interest & Other Income	(0.60)	(4.77)	(1.67)	(0.09)	0.00
<b>Operating profit before working capital changes</b>	<b>351.22</b>	<b>158.68</b>	<b>56.50</b>	<b>6.17</b>	<b>1.13</b>
<i>Adjusted for :</i>					
a. Decrease / (Increase) in Inventories	(409.62)	130.05	(235.96)	0.00	0.00
b. Decrease / ( Increase ) in trade receivable	274.46	(308.50)	40.11	96.81	(254.39)
b. Decrease / ( Increase ) in Current Investments	46.63	0.00	0.00	0.00	0.00
c. ( Increase ) / Decrease in short term loans and advances	(9.00)	(78.87)	(0.20)	29.73	(29.03)
d. Increase / ( Decrease ) in Trade Payables	(232.75)	176.46	111.33	76.00	363.25
e. Increase / (Decrease) in short term provisions	0.44	19.75	16.38	1.74	0.37
f. Increase / ( Decrease ) in other current liabilities	(41.00)	14.14	(103.83)	67.19	69.05
g. ( Increase ) / Decrease in Other Current Assets	(0.34)	1.00	0.04	(1.96)	0.04
<b>Cash generated from operations</b>	<b>(19.96)</b>	<b>112.71</b>	<b>(115.63)</b>	<b>275.68</b>	<b>150.41</b>
Income Tax Paid ( net of refunds )	(36.12)	36.12	16.38	1.74	0.37
<b>Net Cash Generated From Operation</b>	<b>(56.08)</b>	<b>76.59</b>	<b>(132.01)</b>	<b>273.94</b>	<b>150.04</b>
<b>B. Cash Flow From Investing Activities</b>					
a. (Purchase) sale of Fixed Assets	(100.40)	(119.66)	(65.82)	(14.05)	0.00
b.( Purchase) / Sale of non-current investment	6.00	(31.00)	(6.00)	0.00	0.00
c. ( Increase ) / Decrease in Long term loans and advances	0.00	0.00	65.82	(65.82)	0.00
d. Increase / ( Decrease ) in Long Term Provisions	0.00	0.00	0.00	0.00	0.00
e. ( Increase ) / Decrease in Other Non Current Assets	0.00	0.00	0.00	(205.51)	(120.32)
f. (Increase) in Misc. Expenses	0.00	0.00	0.00	0.00	0.00
g. Interest & Other Income	0.60	4.77	1.67	0.09	0.00
<b>Net cash (used) in investing activities</b>	<b>(93.80)</b>	<b>(145.89)</b>	<b>(4.33)</b>	<b>(285.29)</b>	<b>(120.32)</b>
<b>C. Cash Flow From Financing Activities</b>					
a. Interest & Finance Cost	(5.50)	0.00	0.00	0.00	0.00
b. Proceeds from share issued / application	210.35	0.00	24.38	0.00	0.00
c. ( Repayments ) / proceeds of long term borrowings	(41.50)	30.39	182.00	0.00	0.00
d. ( Repayments ) / proceeds of short term borrowings	0.00	0.00	0.00	0.00	0.00

<b>Net cash generated/(used) in financing activities</b>	<b>163.35</b>	<b>30.39</b>	<b>206.38</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>13.47</b>	<b>(38.91)</b>	<b>70.04</b>	<b>(11.35)</b>	<b>29.72</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>(0.85)</b>	<b>90.13</b>	<b>20.09</b>	<b>31.44</b>	<b>1.72</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>12.62</b>	<b>51.22</b>	<b>90.13</b>	<b>20.09</b>	<b>31.44</b>

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / re casted wherever necessary to make them comparable with those of current year.
- The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**STATEMENT OF ASSETS AND LIABILITIES (CONSOLIDATED), AS RESTATED**

(Rs. In Lakhs)

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
<b>Equity &amp; Liabilities</b>			
<b>Shareholders Fund</b>			
Share capital	486.39	25.38	25.38
Reserves and surplus	3,706.59	3,657.96	3,469.15
Less Revaluation Reserve	3,423.53	3,423.53	3,423.53
Reserves (Net of revaluation reserves)	283.06	234.43	45.62
<b>Total Shareholder's Fund</b>	<b>769.45</b>	<b>259.81</b>	<b>71.00</b>
Minority Interest	55.19	64.48	15.40
<b>Non Current Liabilities</b>			
Long Term Borrowings	170.90	243.06	212.67
Long term provisions	-	-	-
Deferred Tax Liability	44.32	31.76	0.93
<b>Total Non Current Liabilities</b>	<b>215.22</b>	<b>274.82</b>	<b>213.60</b>
<b>Current Liabilities</b>			
Short Term Borrowings	-	-	-
Trade Payables	1,195.37	1,318.91	575.05
Other Current Liabilities	40.26	77.37	33.10
Short Term Provisions	96.93	41.81	17.52
<b>Total Current Liabilities</b>	<b>1,332.56</b>	<b>1,438.09</b>	<b>625.67</b>
<b>Total Equity &amp; Liability</b>	<b>2,372.42</b>	<b>2,037.20</b>	<b>925.67</b>
<b>Non-Current Assets</b>			
<b>a) Fixed Assets</b>			
Tangible Assets	4,209.50	4,159.15	3,827.55
Intangible Assets	-	10.72	-
<b>Total Fixed Assets (a)</b>	<b>4,209.50</b>	<b>4,169.87</b>	<b>3,827.55</b>
Less : Revaluation Reserve	3,423.53	3,423.53	3,423.53
<b>Net Block after adjustment for Revaluation Reserve</b>	<b>785.97</b>	<b>746.34</b>	<b>404.02</b>
b) Non Current Investments	261.39	281.27	28.61
c) Long Term Loans and Advances	105.00	105.00	-
d) Other Non Current Assets	-	-	-
<b>Total Non Current Assets</b>	<b>1,152.36</b>	<b>1,132.61</b>	<b>432.63</b>
<b>Current assets</b>			
Current Investments	-	-	-
Inventories	515.52	109.47	237.80
Trade Receivables	579.73	691.22	183.38
Cash and Cash Equivalents balances	45.88	28.03	65.82
Short Term Loans and advances	78.93	75.87	6.04
Other Current Assets	-	-	-
<b>Total Current Assets</b>	<b>1,220.06</b>	<b>904.59</b>	<b>493.04</b>
<b>Total Assets</b>	<b>2,372.42</b>	<b>2,037.20</b>	<b>925.67</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**STATEMENT OF PROFIT AND LOSS (CONSOLIDATED), AS RESTATED**

**(Rs. In Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
<b>Income</b>			
Revenue from Operations	5,295.49	5,162.32	2,418.25
Other Income	26.49	24.02	2.66
Changes in Inventory	409.62	(128.32)	227.55
<b>Total Revenue</b>	<b>5,731.60</b>	<b>5,058.02</b>	<b>2,648.46</b>
<b>Expenditure</b>			
Cost of Purchases	4,562.14	3,618.92	1,516.27
Other Expenses	534.23	894.15	853.26
Employee Benefit Expenses	80.82	238.97	216.35
<b>Total</b>	<b>5,177.19</b>	<b>4,752.04</b>	<b>2,585.88</b>
<b>Profit Before Interest, Depreciation and Tax</b>	<b>554.41</b>	<b>305.98</b>	<b>62.58</b>
Depreciation	100.02	35.79	3.86
<b>Profit Before Interest and Tax</b>	<b>454.39</b>	<b>270.19</b>	<b>58.72</b>
Financial Charges	5.50	0.06	0.18
<b>Profit before Taxation</b>	<b>448.89</b>	<b>270.13</b>	<b>58.54</b>
Provision for Taxation	116.17	60.13	17.52
Provision for Deferred Tax	13.10	27.92	0.84
<b>Total</b>	<b>129.27</b>	<b>88.05</b>	<b>18.36</b>
<b>Profit After Tax but Before Extra ordinary Items</b>	<b>319.62</b>	<b>182.08</b>	<b>40.18</b>
Extraordinary Items	-	-	-
Profit Attributable to Minority Shareholders	13.73	9.53	1.40
<b>Net Profit after adjustments</b>	<b>305.89</b>	<b>172.55</b>	<b>38.78</b>
<b>Net Profit Transferred to Balance Sheet</b>	<b>305.89</b>	<b>172.55</b>	<b>38.78</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**STATEMENT OF CASH FLOW (CONSOLIDATED), AS RESTATED**

**(Rs. In Lakhs)**

<b>PARTICULARS</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
<b>A. Cash Flow From Operating Activities</b>			
Profit Before Tax	448.89	270.14	58.53
<i>Adjusted for :</i>			
a. Depreciation	100.02	35.79	3.86
b. Interest Expenses & Finance Cost	5.50	0.06	0.18
c. Other Adjustments	-	-	-
d. Interest & Other Income	(15.94)	(18.82)	(0.27)
<b>Operating profit before working capital changes</b>	<b>538.47</b>	<b>287.17</b>	<b>62.30</b>
<i>Adjusted for :</i>			
a. Decrease /(Increase) in Inventories	(409.62)	128.32	88.04
b. Decrease /(Increase ) in trade receivable	79.41	(507.84)	(25.80)
b. Decrease /(Increase ) in Current Investments	-	-	-
c. (Increase) /Decrease in short term loans & advances	(3.06)	(174.82)	(2.58)
d. Increase /(Decrease ) in Trade Payables	(123.54)	743.86	310.79
e. Increase /(Decrease) in short term provisions	56.86	24.29	17.52
f. Increase /(Decrease ) in other current liabilities	(35.21)	44.27	(103.14)
g. (Increase) /Decrease in Other Current Assets	-	-	-
<b>Cash generated from operations</b>	<b>103.31</b>	<b>545.25</b>	<b>347.13</b>
Income Tax Paid ( net of refunds )	(57.78)	(41.81)	17.52
<b>NET CASH GENERATED FROM OPERATION</b>	<b>45.53</b>	<b>503.44</b>	<b>364.65</b>
<b>B. Cash Flow From Investing Activities</b>			
a. (Purchase) Sale of Fixed Assets	(51.51)	(331.60)	(417.63)
b. (Purchase) /Sale of non-current investment	(132.90)	(258.78)	39.49
c. (Increase) /Decrease in Long term loans & advances	-	-	-
d. Increase / (Decrease ) in Long Term Provisions	-	-	-
e. ( Increase) /Decrease in Other Non Current Assets	-	-	-
f. (Increase) in Misc. Expenses	-	-	-
g. Interest & Other Income	15.94	18.82	0.27
<b>Net cash (used) in investing activities</b>	<b>(168.47)</b>	<b>(571.56)</b>	<b>(377.87)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITES</b>			
a. Interest & Finance Cost	(5.50)	(0.06)	(0.19)
b. Proceeds from share issued / application	210.35	-	24.38
c. ( Repayments ) / proceeds of long term borrowings	(41.50)	30.39	34.76
d. ( Repayments ) / proceeds of short term borrowings	-	-	-
<b>Net cash generated/(used) in financing activities</b>	<b>163.35</b>	<b>30.33</b>	<b>58.95</b>
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>40.41</b>	<b>(37.79)</b>	<b>45.73</b>
<b>Cash and cash equivalents at the beginning of year</b>	<b>5.47</b>	<b>65.82</b>	<b>20.09</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>45.88</b>	<b>28.03</b>	<b>65.82</b>

**Notes:**

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

## THE ISSUE

Following table summarises the present Issue in terms of this Draft Prospectus:

<b>Details of Equity Shares offered:</b>	
Public Issue	Issue of 2,100,800 Equity Shares having face value of Rs. 10 each at a price of Rs. 85 per Equity Share (including a share premium of Rs. 75 per Equity share) aggregating Rs. 1785.68 Lakhs.
<b>Of Which</b>	
A) Reserved for the Market Makers	Upto 107,200 Equity Shares having face value of Rs. 10 each for cash at a price of Rs. 85 per Equity Share aggregating Rs. 91.12 Lakhs.
B) Net Issue to the Public	Upto 1,993,600 Equity Shares having face value of Rs. 10 each for cash at a price of Rs. 85 per equity share aggregating Rs. 1,694.56 Lakhs.
<b>Of Which</b>	
For Retail Individual Investors	Upto 996,800 Equity Shares having face value of Rs.10 each (constituting 50% of the Net Issue to the Public) for cash at a price of Rs. 85 per equity share aggregating Rs. 847.28 Lakhs.
<b>For</b> Individual applicants other than retail individual investors; and  Other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for.	Upto 996,800 Equity Shares having face value of Rs.10 each for cash at a price of Rs. 85 per equity share aggregating Rs. 847.28 Lakhs.
<b>Pre and Post Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	4,863,885 Equity Shares of face value of Rs. 10 each
Equity Shares outstanding after the Issue	6,964,885 Equity Shares of face value of Rs. 10 each
<b>Use of Issue proceeds</b>	
See the section titled "Objects of the Issue" on page 69 of this draft prospectus for information about the use of the Issue Proceeds.	

**Kindly Note:**

Public issue of 2,100,800 Equity Shares of face of Rs. 10.00 each for cash at a price of Rs. 85 per Equity Share of our Company aggregating to Rs. 1,785.68 lakhs is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details refer 'Terms of the Issue' on page 207.

The Issue has been authorised by our Board pursuant to a resolution dated April 02, 2018, and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on May 02, 2018.

The allocation in the net issue shall be made as per the Regulation 43 (4) of the SEBI (ICDR) Regulations and accordingly under subscription, if any, in any category would be allowed to be met with spill over from any of the other categories, at the sole discretion of the Company, in consultation with the Lead Manager and the Designated Stock Exchange.

## GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Kanpur, Uttar Pradesh dated September 7, 2012 with the name 'ICL Infradevelopers Private Limited'. Subsequently the name of our Company was changed to 'ICL Multitrading India Private Limited' and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on September 30, 2013. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on November 20, 2017 and consequently, the name of our Company was changed to 'ICL Multitrading India Limited' and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on December 8, 2017.

Particulars	Details
Registered Office & Corporate Office	A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India. Tel. No.: +91 0120 4544 143 Fax. No.: +91 0120 4544 143 E-mail: <a href="mailto:info@iclmultitrading.com">info@iclmultitrading.com</a> Website: <a href="http://www.iclmultitrading.com">http://www.iclmultitrading.com</a>
Date of Incorporation	September 04, 2012
Registration Number	052404
CIN	U74992UP2012PLC052404
Company Category	Company limited by Shares
Registrar of Company	ROC- Uttar Pradesh & Uttarakhand
Address of the ROC	ROC-Kanpur 37/17, Westcott Building, The Mall, Kanpur, Uttar Pradesh-208001 Tel No.: 0512-2310443, 2310227, 2310323 Email: <a href="mailto:kanpur@mca.gov.in">kanpur@mca.gov.in</a>
Company Secretary and Compliance Officer	Ms. Amrita Singh C/o ICL Multitrading India Limited A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India. Tel. No.: +91 0120 4544 143 Fax. No.: +91 0120 4544 143 E-mail: <a href="mailto:cs@iclmultitrading.com">cs@iclmultitrading.com</a>
Chief Financial Officer	Mr. Avadhesh Kumar Gola C/o ICL Multitrading India Limited A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India Tel. No.: +91 0120 4544 143 Fax. No.: +91 0120 4544 143 E-mail: <a href="mailto:cfo@iclmultitrading.com">cfo@iclmultitrading.com</a>
Designated Stock Exchange	National Stock Exchange of India Limited (SME Platform) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400051, Maharashtra, India
Issue Programme	Issue Opens On: [●] Issue Closes On: [●]

For details of the changes in our name, registered office and other details, refer "History and Certain Other Corporate Matters" on page 107.

### BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	DIN	Designation	Date of Original Appointment
1.	Mr. Roop Kishore Gola	02456413	Chairman and Managing Director	September 07, 2012
2.	Mr. Avadhesh Kumar Gola	03551615	Whole-time Director	September 07, 2012
3.	Mr. Jitendra Kumar Gupta	07323379	Non-Executive Non-Independent Director	September 04, 2017
4.	Ms. Nilisha Chaudhary	07934315	Independent Director	September 04, 2017
5.	Ms. Brij Bhushan Sharma	07148009	Independent Director	December 15, 2017
6.	Ms. Pankaj Kumar Jha	08026198	Independent Director	December 15, 2017

For further details of the Board of Directors, please refer to the section titled "Our Management" beginning on page 113 of this Draft Prospectus.

### Details of Key Market Intermediaries pertaining to this issue and Our Company

<b>LEAD MANAGER</b>	<b>REGISTRAR TO THE ISSUE</b>
<b>CORPORATE CAPITALVENTURES PRIVATE LIMITED</b> SEBI Registration No.: MB/INM000012276 Address: 160, Lower Ground Floor, Vinoba Puri, Lajpat Nagar – II, New Delhi – 110 024 Tel No.: +91-11-4170 4066 Fax No.: Not Available 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. Pramod Negi / Mr. Pankaj Passi CIN: U74140DL2009PTC194657	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, India Tel. No.: +91 22 6263 8200 Fax. No.: +91 22 6263 8299 Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Investor Grievance Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> SEBI Registration No.: INR000001385 Contact Person: Babu Raphael CIN: U99999MH1994PTC076534
<b>MARKET MAKER</b>	<b>STATUTORY AUDITORS OF THE COMPANY (PEER REVIEWED)</b>
<b>SHARE INDIA SECURITIES LIMITED</b> 14, Dayanand Vihar, Near Karkardooma Metro Station, Delhi- 110092 Tel. No.: +91 11 43011004 Email: <a href="mailto:vikas_cs@shareindia.com">vikas_cs@shareindia.com</a> Website: <a href="http://www.shareindia.com">www.shareindia.com</a> SEBI Registration No.: INZ000178336 Contact Person: Mr. Vikas Aggarwal	<b>SAROJ KUMAR JHA &amp; ASSOCIATES</b> Chartered Accountants 210/P3, Krishna Apra Plaza, Sector-18, Gautam Budh Nagar, Noida, Uttar Pradesh - 201 301, India. Tel. No.: +91 9811778822 Fax. No.: +91 0120 4274 412 E-mail: <a href="mailto:sarojkha07@gmail.com">sarojkha07@gmail.com</a> Contact Person: CA Saroj Kumar Jha Membership Number: 097048 Firm Registration No.: 016303N
<b>LEGAL ADVISOR TO THE ISSUE</b>	<b>BANKER TO THE ISSUE</b>
<b>BHUPENDRA S. BHADANA</b> Chamber No. 23A, Treasury Road, District & Session Court, Bareilly, Uttar Pradesh - 243001 Tel: +91-9359123822 Email: <a href="mailto:bhadana.bhupendra@gmail.com">bhadana.bhupendra@gmail.com</a> Contact Person: Mr. Bhupendra S. Bhadana Bar Council registration Number: UP/2074/2005	<b>ICICI BANK LIMITED</b> Address: Capital Market Division, 1st Floor, 122, Mistry Bhawan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai- 400020 Tel No.: 022- 66818932/931/924 Fax No: 022- 22611138 Email: <a href="mailto:shweta.surana@icicibank.com">shweta.surana@icicibank.com</a> Website: <a href="http://www.icicibank.com">www.icicibank.com</a> Contact Person: Ms. Shweta Surana SEBI Registration Number- INBI00000004
<b>BANKER TO COMPANY</b>	
[●]	[●]

**Note:** Investors can contact the Compliance Officer and /or the Registrar to the Issue and / or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allocation, credit of allotted shares in the respective beneficiary account or refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB 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 SCSB where the Application Form was submitted.

#### **SELF CERTIFIED SYNDICATE BANKS**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries and updated from time to time, refer to the above-mentioned link.

#### **REGISTERED BROKERS**

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 Stock Exchange at [http://www.nseindia.com/products/content/equities/ipos/ipo\\_mem\\_terminal.htm](http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm) as updated from time to time.

#### **RTAs**

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of the Stock Exchange at [http://www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm) as updated from time to time.

#### **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of the Stock Exchange at [http://www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm) as updated from time to time.

#### **NOMINATED INVESTOR**

There are no Nominated Investors for this issue.

#### **INTER SE ALLOCATION OF RESPONSIBILITIES**

Since there is only one Lead Manager to this issue i.e. Corporate CapitalVentures Private Limited therefore there is no inter se allocation of responsibilities.

#### **CREDIT RATING**

This being a public issue of equity shares, no credit rating is required.

#### **IPO GRADING**

Since the Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of appointing an IPO Grading agency.

#### **EXPERTS**

Except for the Statement of Tax Benefits dated June 22, 2018 and the Auditors' Report dated June 11, 2018, by Independent Peer Review Certified Auditor Saroj Kumar Jha & Associates, the Company has not obtained any expert opinions.

#### **TRUSTEES**

This being an issue of Equity shares, appointment of Trustees is not required.

#### **MONITORING AGENCY**

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakh. Since the Issue size is only of Rs. 1,785.68 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the Section 177 of the Companies Act 2013, the audit committee of the Company would be monitoring the utilization of the proceeds of the Issue.

## APPRAISER

The project has not been appraised by any external agency and is based upon Management Estimates.

## ISSUE PROGRAMME

<b>ISSUE OPENS ON</b>	[●]
<b>ISSUE CLOSES ON</b>	[●]

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

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and 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 Number of Equity Shares to be Underwritten*	Amount Underwritten (Rs. in lakh)	Percentage of the Total Issue Size Underwritten
<b>CORPORATE CAPITALVENTURES PRIVATE LIMITED</b> Regd. Off.:160 LGF, Vinoba Puri, Lajpat Nagar – II, New Delhi- 110024 Tel No.: +91-11-41704066 E-mail: <a href="mailto:info@ccvindia.com">info@ccvindia.com</a>	[●]	[●]	[●]
[●]	[●]	[●]	[●]

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager have entered into a tripartite agreement dated [●] with the Market Maker, duly registered with SME Platform of National Stock Exchange of India Limited to fulfill the obligations of Market Making:

<b>Name</b>	Share India Securities Limited
<b>Address</b>	14, Dayanand Vihar, Near Karkardooma Metro Station, Delhi -110092
<b>Tel. No.</b>	011- 43011004
<b>Email Id</b>	<a href="mailto:Vikas_cs@shareindia.com">Vikas_cs@shareindia.com</a>
<b>Website</b>	<a href="http://www.shareindia.com">www.shareindia.com</a>
<b>Contact Person</b>	Vikas Aggarwal
<b>SEBI Registration No.</b>	INZ000178336

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 NSE and SEBI regarding this matter from time to time.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager have entered into a Tripartite agreement dated [●], with the Market Maker as above described to fulfill the obligations of Market Making.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2009 and its amendments from time to time and the circulars issued by the NSE 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 minimum depth of the quote shall be Rs. 100,000. However, the investors with holdings of value less than Rs. 100,000 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.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 107,200 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 107,200 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- 6) There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 7) 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.
- 8) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) 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 Stock 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.
- 10) 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 Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the 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 condition that 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.

- 11) **Risk containment measures and monitoring for Market Makers:** NSE SME Exchange will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

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

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

- 13) **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time. The call auction is not applicable of those companies, which are listed at SME platform.

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

15)

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

**All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.**

## CAPITAL STRUCTURE

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

Sr. No.	Particulars	Amount (Rs. in lakhs, except share data)	
		Aggregate nominal value	Aggregate value at Issue Price
<b>A.</b>	<b>Authorised Share Capital</b>		
	7,000,000 Equity Shares of face value of Rs. 10.00/- each	700.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	4,863,885 Equity Shares of face value of Rs. 10.00/- each	486.39	-
<b>C.</b>	<b>Present Issue in terms of this Draft Prospectus</b>		
	Issue of 2,100,800** Equity Shares having face value of Rs. 10.00/- each for cash at a price of Rs. 85.00/- per Equity Share	210.08	1785.68
	<b>Which comprises:</b>		
	107,200 Equity Shares having face value of Rs. 10.00/- each at a price of Rs. 85.00/- per Equity Shares reserved as Market Maker portion	10.72	91.12
	Net Issue to the Public of 1,993,600 Equity Shares having face value of Rs. 10.00/ each at a price of Rs. 85.00/- per Equity Share	199.36	1694.56
	<b>Of which:</b>		
	9,96,800 Equity Shares having face value of Rs. 10.00 each at a price of Rs. 85.00/- per Equity Share will be available for allocation to Retail Individual Investors up to Rs. 200,000/-	99.68	847.28
	996,800 Equity Shares having face value of Rs. 10.00 each at a price of Rs. 85.00/- per Equity Share will be available for allocation to Other than Retail Individual Investors above Rs. 200,000/-	99.68	847.28
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	6,964,685 Equity Shares	696.47	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue		1,575.60

\*\*The Issue has been authorised by our Board pursuant to a resolution dated April 02, 2018, and by our Equity Shareholders pursuant to a resolution passed at the Extraordinary General Meeting held on May 02, 2018.

For further details, please refer to the section titled "Issue Procedure" on page 215 of this Draft Prospectus.

Our Company has no outstanding convertible instruments as on the date of the Draft Prospectus.

### Class of Shares

Our Company has only one class of share capital i.e. Equity Shares of Rs. 10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

## Notes to the Capital Structure

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

The details of increase and change in authorized share capital of our Company after the date of incorporation till filling of the Draft Prospectus with NSE is as follows:

Date of change	Nature of increase /change	Number of Shares	Face Value	Nature of Instrument	Cumulative authorized Share Capital (In Rs.)
Incorporation	Initial Capital	10,000	10	Equity	100,000
March 28, 2016	Increase in Authorized Share Capital (Increase in Equity Share Capital from Rs. 1 Lakh to Rs. 200 Lakh divided into 20 Lakh Equity Shares of Rs.10 each)	1,990,000	10	Equity	20,000,000
February 27, 2017	Increase in Authorized Share Capital (Increase in Equity Share Capital from Rs.200 Lakh to Rs.350 Lakh divided into 35 Lakh Equity Shares of Rs. 10 each)	1,500,000	10	Equity	35,000,000
November 10, 2017	Increase in Authorized Share Capital (Increase in Equity Share Capital from Rs.350 Lakh to Rs.700 Lakh divided into 70 Lakh Equity Shares of Rs. 10 each)	3,500,000	10	Equity	70,000,000

### 2. History of Issued and Paid Up Share Capital of our Company

Date of allotment	Number of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration (Cash, Other than Cash, Bonus)	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (Rs.)	Cumulative Securities premium (Rs.)
September 07, 2012	10,000	10.00	10.00	Cash	Subscription to MOA <sup>(i)</sup>	10,000	100,000	Nil
March 29, 2016	243,834	10.00	10.00	Cash	Rights Allotment <sup>(ii)</sup>	253,834	2,538,340	Nil
August 7, 2017	1,116,870	10.00	N. A.	Bonus	Bonus Allotment <sup>(iii)</sup>	1,370,704	13,707,040	Nil
August 10, 2017	2,103,500	10.00	10.00	Cash	Conversion of loan into Equity Shares <sup>(iv)</sup>	3,474,204	34,742,040	Nil
March 30, 2018	1,389,681	10.00	N.A.	Bonus	Bonus Issue <sup>(v)</sup>	4,863,885	48,638,850	Nil

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

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Roop Kishore Gola	7,500
2.	Rajni Gupta	1,500
3.	Avadhesh Kumar Gola	1,000
<b>Total</b>		<b>10,000</b>

- (ii) **Further on March 29, 2016 Rights issue allotment of 243,834 Equity Shares each of face value of Rs. 10/- fully paid up at an Issue price of Rs. 10/- per shares as per the details given below:**

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Rajni Gupta	236,834
2.	Anil Kumar Sahu	7,000
<b>Total</b>		<b>243,834</b>

- (iii) **Further on August 07, 2017 Company allotted 1,116,870 Equity Shares as Bonus issue with Face Value of Rs. 10/- each as per the details given below:**

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Roop Kishore Gola	33,000
2.	Rajni Gupta	1,048,670
3.	Avadhesh Kumar Gola	4,400
4.	Anil Kumar Sahu	30,800
<b>Total</b>		<b>1,116,870</b>

- (iv) **Further on August 10, 2017 Company allotted 2,103,500 Equity Shares upon conversion of unsecured loan into Equity Shares of the face value of Rs. 10/- each as per the details given below:**

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Image Career Limited	1,593,500
2.	Roop Kishore Gola	510,000
<b>Total</b>		<b>2,103,500</b>

- (v) **Further on March 30, 2018 Company Allotted 1,389,681 Equity Shares as Bonus issue with Face Value of Rs. 10/- each as per the details given below:**

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Roop Kishore Gola	220,120
2.	Rajni Gupta	514,801
3.	Avadhesh Kumar Gola	2,160
4.	Anil Kumar Sahu	15,120
5.	Image Career Limited	637,400
6.	Umashankar Gola	40
7.	Chhatra Pal	40
<b>Total</b>		<b>1,389,681</b>

**3. We have not issued any equity shares for Consideration other than Cash except as mentioned below:**

Date of Allotment	Face Value	Issue Price	Reasons for Allotment	Benefit accrued to the Company	Allottees	No. of Shares Allotted
August 07, 2017	10	N.A.	Equity shares allotted as bonus shares to all existing shareholders as 4.4 equity shares against 1 equity share	Capitalization of reserves	Mr. Roop Kishore Gola	33,000
					Ms. Rajni Gupta	1,048,670
					Mr. Avadhesh Kumar Gola	4,400
					Mr. A.K. Sahu	30,800
March 30, 2018	10	N.A.	Equity shares allotted as bonus shares to all existing shareholders as 0.4 equity shares against 1 equity share	Capitalization of Reserve	Mr. Roop Kishore Gola	220,120
					Ms. Rajni Gupta	514,801
					Mr. Avadhesh Kumar Gola	2,160
					Mr. Anil Kumar Sahu	15,120
					Image Career Limited	637,400
					Chhatra Pal	40
Umashankar Gola	40					

**4. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act 1956 or Section 230-234 of Companies Act, 2013.**

**5. We have not issued any equity shares in last one year at price below Issue Price except as follows:**

Date of Allotment	Face Value	Issue Price	Reasons for Allotment	Benefit accrued to the Company	Allottees	No. of Shares Allotted
August 07, 2017	10	N.A.	Equity shares allotted as bonus shares to all existing shareholders as 4.4 equity shares against 1 equity share	Capitalization of reserves	Mr. Roop Kishore Gola	33,000
					Ms. Rajni Gupta	1,048,670
					Mr. Avadhesh Kumar Gola	4,400
					Mr. A.K. Sahu	30,800
August 10, 2017	10	10	Equity shares allotted in conversion of unsecured loan	Cash	Mr. Roop Kishore Gola	510,000
					Image Career Limited	1,593,500
March 30, 2018	10	N.A.	Equity shares allotted as bonus shares to all existing shareholders as 0.4 equity shares against 1 equity share	Capitalization of Reserve	Mr. Roop Kishore Gola	220,120
					Ms. Rajni Gupta	514,801
					Mr. Avadhesh Kumar Gola	2,160
					Mr. Anil Kumar Sahu	15,120
					Image Career Limited	637,400
					Chhatra Pal	40
Umashankar Gola	40					

**6. At present we do not have any proposals or intentions, negotiations and considerations to alter the capital structure by way of split or consolidation of the denomination of the shares, or issue of Equity Shares on a preferential basis or issue of bonus or rights or further public issue of Equity Shares or qualified institutions placement, within a period of six months from the date of opening of the present issue.**

**7. Details of Shareholding of the Promoters**

As on the date of this Draft Prospectus our Promoters holds 4,810,685 Equity Shares, constituting 98.91% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. The build-up of our Promoters shareholding in our Company is as under:

Date of Allotment /Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Issue Price /Acquisition Price / Transfer price per Equity Share (in Rs.)	Nature of Consideration	Percentage of Pre-Issue Equity Share Capital (%)	Percentage of Post-Issue Equity Share Capital (%)
<b>(A) Roop Kishore Gola</b>							
September 07, 2012	Subscription to MOA	7,500	10.00	10.00	Cash	0.15	0.11
August 7, 2017	Bonus Allotment	33,000	10.00	N.A.	Other than cash	0.68	0.47
August 10, 2017	Conversion of loan into equity	510,000	10.00	10.00	Cash	10.49	7.32
October 12, 2017	Transfer 100 Equity Shares each to Chhatra Pal and Umashankar Gola	(200)	10.00	50.00	Cash	Negligible	Negligible
March 30, 2018	Bonus Allotment	220,120	10.00	N.A.	Other than cash	4.53	3.16
	<b>Total (A)</b>	<b>770,420</b>				<b>15.84</b>	<b>11.06</b>
<b>(B) Rajni Gupta</b>							
September 07, 2012	Subscription to MOA	1,500	10.00	10.00	Cash	0.03	0.02
March 29, 2016	Rights Allotment	236,834	10.00	10.00	Cash	4.87	3.40
August 7, 2017	Bonus Allotment	1,048,670	10.00	N.A.	Other than cash	21.56	15.06
March 30, 2018	Bonus Allotment	514,801	10.00	N.A.	Other than cash	10.58	7.39
	<b>Total (B)</b>	<b>1,801,805</b>				<b>37.04</b>	<b>25.87</b>
<b>(C) Avadhesh Kumar Gola</b>							
September 07, 2012	Subscription to MOA	1,000	10.00	10.00	Cash	0.02	0.01
August 7, 2017	Bonus Allotment	4,400	10.00	N.A.	Other than cash	0.09	0.06
March 30, 2018	Bonus Allotment	2,160	10.00	N.A.	Other than cash	0.04	0.03
	<b>Total (C)</b>	<b>7,560</b>				<b>0.16</b>	<b>0.11</b>
<b>(D) Image Career Limited</b>							
September 07, 2012	Conversion of Loan into Equity	1,593,500	10.00	10.00	Cash	32.76	22.88
March 30, 2018	Bonus Allotment	637,400	10.00	N.A.	Other than cash	13.10	9.15
	<b>Total (D)</b>	<b>2,230,900</b>				<b>45.87</b>	<b>32.03</b>
	<b>Total (A+B+C+D)</b>	<b>4,810,685</b>				<b>98.91</b>	<b>69.07</b>

Our Promoters have confirmed to our Company and the Lead Manager that the acquisition of the Equity Shares forming part of the Promoters' Contribution has been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by our Promoters for this purpose. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. As on the date of this Draft Prospectus, none of the Equity Shares held by our Promoters are pledged.

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

Name of the Promoters	No. of Equity Shares held	Average cost of acquisition (in Rs.)
Mr. Roop Kishore Gola	770,620	6.72
Ms. Rajni Gupta	1,801,805	1.32
Mr. Avadhesh Kumar Gola	7,560	0.16
Image Career Limited	2,230,900	7.14

**Note:** The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by each of them to acquire the respective Equity Shares, by way of fresh allotment or share transfer.

**9. The shareholding pattern of our Promoter and Promoter Group Pre & Post Issue are as follows:**

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>A. Promoters</b>					
1.	Mr. Roop Kishore Gola	770,420	15.84	770,420	11.06
2.	Ms. Rajni Gupta	1,801,805	37.04	1,801,805	25.87
3.	Mr. Avadhesh Kumar Gola	7,560	0.16	7,560	0.11
4.	Image Career Limited	2,230,900	45.87	2,230,900	32.03
<b>Total-A</b>		<b>4,810,685</b>	<b>98.91</b>	<b>4,810,685</b>	<b>69.07</b>
<b>B. Promoter Group</b>					
5.	Mr. Uma Shankar Gola	140	0.00	140	0.00
<b>Total-B</b>		<b>140</b>	<b>0.00</b>	<b>140</b>	<b>0.00</b>
<b>Total (A+B)</b>		<b>4,810,825</b>	<b>98.91</b>	<b>4,810,825</b>	<b>69.07</b>

**10.** There has been no acquisition/sale/transfer of the Equity Shares by the Promoter Group and/or the Directors of the Company which is a Promoter of the Issuer and/or by the Directors of the Issuer and their immediate relatives within six months immediately preceding the date of filing draft Prospectus with the NSE.

**11. Details of all financing arrangements whereby the Promoter Group, the Directors of the Company which is a Promoter of The Issuer, the Directors of The Issuer and their relatives have financed the purchase by any other person of securities of The Issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Prospectus.**

NIL

## 12. Promoters Contribution

Pursuant to Regulation 32 and 36 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, an aggregate of 20% of the fully diluted post-Issue paid up capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment of Equity Shares in the Issue.

The Promoter contribution that will be locked in for three years is as follows.

The following shares that make up 20% of the post issue capital shall be locked in for a period of 3 years from the date of allotment of Equity Shares pursuant to the proposed issue. The balance shareholding of the Promoters shall be put under a lock-in of 1 year.

Date of Allotment/ Acquisition	Nature of acquisition (Allotment/ Acquired/ transfer)	Nature of Consideration (Cash/Other than Cash)	No. of Equity Shares	Face Value (Rs. )	Issue/ acquisition Price (Rs. )	% of Post Issue capital	Date upto which the Equity Shares are subject to Lock-in
<b>Ms. Rajni Gupta</b>							
August 07, 2017	Bonus Issue	Other than Cash	1,048,670	10	Nil	15.06	3 Year from the date of allotment
March 30, 2018	Bonus Issue	Other than Cash	344,267	10	Nil	4.94	
<b>Total</b>			<b>1,392,937</b>	<b>10</b>	<b>Nil</b>	<b>20.00</b>	

The minimum Promoters' contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Company has obtained specific written consent from the Promoters and Promoters Group for inclusion of the Equity Shares held by them in the minimum Promoters' contribution subject to lock-in. Further, the Promoters have given an undertaking to the effect that they shall not sell/transfer/dispose of in any manner, Equity Shares forming part of the minimum Promoters' contribution from the date of filing this Draft Prospectus till the date of commencement of lock-in as per the SEBI (ICDR) Regulations, 2009.

Equity Shares held by the Promoters and offered as minimum Promoters' contribution are free from pledge.

- All the Equity Shares of promoters and Promoters Group which have been locked-in are eligible for computation of Promoters' contribution under Regulation 33 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- The entire share capital outstanding as on the date of filing of Draft Prospectus except minimum Promoters' contribution which has been locked in for three years as shown above would be locked in for one year from the date of allotment in the Issue.
- In terms with Regulation 36 (b) of the SEBI (ICDR) Regulations, 2009, if the Promoters' contribution in the proposed issue exceeds the required minimum contribution (of 20% of the post issue capital), such excess contribution shall also be locked in for a period of One year.
- The Promoters have given their consent for lock in as stated above. The entire pre-issue capital, other than the minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year. The lock-in shall start from the date of allotment in the Issue and the last date of the lock-in shall be reckoned as three years from the date of allotment in the Issue.
- In terms of Regulation 39 of the SEBI (ICDR) Regulations, 2009, Equity Shares held by promoters and locked-in may be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution, subject to the following:
  - (a) if the Equity Shares are locked-in in terms of clause (a) of regulation 36, the loan has been granted by such bank or institution 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;

- (b) if the Equity Shares are locked-in in terms of clause (b) of regulation 36 and the pledge of Equity Shares is one of the terms of sanction of the loan.

In terms of Regulation 40 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to the provisions of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, the Equity Shares held by promoters and locked-in as per regulation 36 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer and the Equity Share held by persons other than promoters and locked-in as per regulation 37 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 may be transferred to any other person holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

**13. Buy-back and Standby arrangements**

The Company, its Promoters and Promoters Group, its Directors and the Lead Manager have not entered into any buy back arrangements for purchase of the Equity Shares of the Company from any person.

- 14.** An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
- 15.** All the Equity Shares offered through the issue shall be fully paid-up.
- 16.** The unsubscribed portion in any reserved category may be added to any other reserved category.

In case of 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 National Stock Exchange of India Limited.

## 17. Our shareholding pattern

Pursuant to Regulation 31 of the SEBI (LODR) Regulations, the holding of specified securities is divided into the following three categories: (a) Promoter and Promoter Group; (b) Public; and (c) Non-Promoter – Non Public.

Category (I)	Category of shareholder (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 shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VI I)+(X) As a % of (A+B+C)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights		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 eg: X	Class eg: Y									Total
(A)	Promoter & Promoter Group	4	4810685	0	0	4810685	98.91	4810685	0	4810685	98.91	0	98.91	0	0	0	0	0
(B)	Public	2	53060	0	0	53060	1.09	53060	0	53060	1.09	0	1.09	0	0	0	0	0
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>TOTAL</b>	<b>7</b>	<b>4863885</b>	<b>0</b>	<b>0</b>	<b>4863885</b>	<b>100.00</b>	<b>4863885</b>	<b>0</b>	<b>4863885</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Note: 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 National Stock Exchange of India Limited before commencement of trading of such Equity Shares.

18. Shareholding of persons belonging to the category “Public” and holding more than one percent of our Equity Shares as on the date of this Draft Prospectus:

Name of Shareholders	Pre issue		Post Issue	
	Number of shares	% of Total paid up Equity Share Capital	Number of shares	% of Total paid up Equity Share Capital
Anil Kumar Sahu	52,920	1.09	52,920	0.76
Total	52,920	1.09	52,920	0.76

19. Other than as set forth below, none of our Directors or Key Managerial Personnel hold Equity Shares in our Company :

Name	No. of Equity Shares held	Pre-Issue percentage of Shareholding
<b>Directors</b>		
Roop Kishore Gola	770,420	15.84
Avadhesh Kumar Gola	7,560	0.16
<b>Key Managerial Personnel -Other than Directors</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>777,980</b>	<b>16.00</b>

20. Particulars of top ten shareholders and the number of Equity Shares held by them are set forth below:

- a. Our Company has 7 (Seven) shareholders as on the date of this Draft Prospectus and the number of Equity Shares held by them are as set forth below:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Image Career Limited	2,230,900	45.87
2.	Rajni Gupta	1,801,805	37.04
3.	Roop Kishore Gola	770,420	15.84
4.	Anil Kumar Sahu	52,920	1.09
5.	Avadhesh Kumar Gola	7,560	0.16
6.	Chhatra Pal	140	0.00
7.	Umashankar Gola	140	0.00
	<b>Total</b>	<b>4,863,885</b>	<b>100.00</b>

- b. Our Company had 7 (Seven) shareholders ten days prior to the date of this Draft Prospectus and the number of Equity Shares held by them are as set forth below:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Image Career Limited	2,230,900	45.87
2.	Rajni Gupta	1,801,805	37.04
3.	Roop Kishore Gola	770,420	15.84
4.	Anil Kumar Sahu	52,920	1.09
5.	Avadhesh Kumar Gola	7,560	0.16
6.	Chhatra Pal	140	0.00
7.	Umashankar Gola	140	0.00
	<b>Total</b>	<b>4,863,885</b>	<b>100.00</b>

- c. Our Company had 4 (Four) shareholders two years prior to the date of this Draft Prospectus, and the number of equity shares held by them are as set forth below:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Roop Kishore Gola	7,500	0.15
2.	Rajni Gupta	238,334	4.90
3.	Avadhesh Kumar Gola	1,000	0.02
4.	Anil Kumar Sahu	7,000	0.14
	<b>Total</b>	<b>253,834</b>	<b>5.22</b>

- 21.** Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- 22.** 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 this 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.
- 23.** There have been no financial arrangements whereby our Promoters, 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 months preceding the date of this Draft Prospectus, other than in the normal course of business of the financing entity.
- 24.** Our Company, our Promoters, our Directors and the Lead Manager to this Issue have not entered into any buy-back and/or standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through this Draft Prospectus.
- 25.** There are no safety net arrangements for this public issue.
- 26.** As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
- 27.** All the Equity Shares of our Company are fully paid up as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
- 28.** As per RBI regulations, OCBs are not allowed to participate in this Issue.
- 29.** Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
- 30.** Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
- 31.** Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
- 32.** No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
- 33.** We have 7 (Seven) Shareholders as on the date of this Draft Prospectus.
- 34.** Our Promoter and the members of our Promoter Group will not participate in this Issue.
- 35.** Our Company has not made any public issue since its incorporation.
- 36.** As on the date of this Draft Prospectus, the Lead Manager and their respective associates (determined as per the definition of 'associate company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company. The Lead Manager and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

- 37.** Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
- 38.** For the details of transactions by our Company with our Promoter Group, Group Companies, refer to in '*Related Party Transactions*' on page 139.

## SECTION – IV - PARTICULARS OF THE ISSUE

### 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 NSE Emerge Platform.

#### The objects of the Issue are:-

1. To meet out the Working Capital requirements of the Company;
2. Branding & Advertising Expenses;
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. No.	Particulars	Amount (In Rs. Lakh)
1	Working Capital Requirement	1,050.00
2	Branding Advertising Expenses	275.00
3	General Corporate Purposes	260.68
4	Issue Expenses	200.00*
	<b>Total</b>	<b>1,785.68</b>

\* As on June 25, 2018 the Company has incurred a sum of Rs 15.00 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)

	<b>Particulars</b>	<b>2017-18</b>	<b>2018-19 (Projected)</b>
<b>A</b>	<b>Current Assets</b>		
	Current Investments	30.44	52.18
	Trade Receivables	166.50	1,945.00
	Inventory	515.53	1,020.00
	Cash & Cash Equivalents	12.61	55.00
	Short term Loans and Advances	81.43	321.50
	Other Current Assets	0.50	-
	<b>Total (A)</b>	<b>807.01</b>	<b>3,393.68</b>
<b>B</b>	<b>Current Liabilities</b>		
	Trade Payables	497.20	540.00
	Other Current Liabilities	4.43	60.00
	Short Term Provisions	87.27	251.72
	<b>Total (B)</b>	<b>588.90</b>	<b>851.72</b>
<b>C</b>	<b>Net Working Capital (A)-(B)</b>	<b>218.11</b>	<b>2,541.96</b>
<b>D</b>	<b>Sources Of Working Capital</b>		
	IPO Proceeds	-	1,050.00
	Internal Sources	218.11	1,491.96

### **BASIS OF ESTIMATION**

(In days)

<b>Particulars</b>	<b>Basis</b>	<b>FY 2017</b>	<b>FY 2018</b>	<b>FY 2019 (Projected)</b>
Receivables Turnover	Debtor Collection Period	41	40	54
Payable Turnover	Credit Period	202	100	147
Inventory Turnover	Stock period	48	62	61

The total working capital requirements for the FY 2017-18 was Rs. 218.11 Lakhs and for the FY 2018-19 is projected to be Rs. 2,541.96 Lakhs. The incremental working capital requirement for the year ended March 31, 2019 will be Rs. 2,323.85 Lakhs, which will be met through the Net Proceeds to the extent of Rs. 1,050.00 Lakhs and the balance portion will be met through Internal Accruals/ Share Capital/ Borrowings.

Advance to Suppliers: Short term loans & advances and Other Current Assets will increase to Rs. 321.50 lakhs as we will be providing advances to our various suppliers to enable them manufacture bigger quantities for us.

### **2. BRANDING & ADVERTISING EXPENSES**

A brand identity is just what it sounds like: the character and personality of a brand. A brand identity is defined by the brand's logo, web presence, product or service offerings and other visual elements that face the public. Good brand advertising builds brand credibility and inspires trust. Customers feel comfortable buying from a brand they trust. It also works to establish a brand as a leader in its industry so it can out-compete other brands.

Our marketing strategy will focus on increasing the sales of our products by adopting the following ways:

- Educate and increase the awareness of our Brand and our products and by persuading the customer to use our products.
- Encouraging the customers to use more of our products.
- Monitor the pulse of our customers to further improve our products.
- Undertaking Sales Promotion activities

The proposed utilization of funds in relation to the proposed brand building exercise is as under:

Sr. No.	Market Source	Amount In Lakhs
1	Digital Market (Annual)	88.20
2	PR and Knowledge Advocacy (Annual)	28.80
3	BTF/Offline Activities (Annual)	195.60
	<b>Total</b>	<b>312.60</b>

The above estimates are based on quotation of RounderLabs Private Limited, Delhi dated July 14<sup>th</sup>, 2018.

For the above mentioned reasons, the Company is proposing to spend Rs. 275.00 Lakhs on Branding & Advertising expenses out of the issue proceeds and the balance of Rs. 37.60 Lakhs will be funded from internal accruals.

### 3. GENERAL CORPORATE PURPOSE

Our Company intends to deploy the balance Net Proceeds aggregating Rs. 260.68 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 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. 200.00 Lakh.

(Rs. In Lakh)			
Expenses	Expenses (Rs. in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Issue size)
Payment to Merchant Banker Market Making fees, Selling commissions, Underwriting, SCSB commissions, Brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers, etc. and other out of pocket expenses.	135.00	67.50	7.56
Printing and Stationery (including courier and transportation charges)	5.00	2.50	0.28
Marketing and Advertising Expenses	55.00	27.50	3.08
Others (Processing fees, listing fee, Corporate Action charges etc)	5.00	2.50	0.28
<b>Total estimated Issue expenses</b>	<b>200.00</b>	<b>100.00</b>	<b>11.20</b>

### MEANS OF FINANCE

The working capital requirements under our Objects will be met through the Net Proceeds to the extent of Rs. 1050.00 Lakhs and internal accruals as provided for below:

(Rs. in Lakh)			
Particulars	Amount Required	IPO Proceeds	Internal Accruals
Working Capital Requirements of the Company	2,541.96	1,050.00	1,491.96

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 2018-19)
1.	Working Capital Requirement	1,050.00	1,050.00
2.	Branding & Advertising Expenses	275.00	275.00
3.	General Corporate Purpose	260.68	260.68
4.	Issue Expenses	200.00	200.00
<b>TOTAL</b>		<b>1,785.68</b>	<b>1,785.68</b>

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, 2018 from Saroj Kumar Jha & Associates, Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. 15.00 Lakh towards issue expenses. Details of the deployment of funds as on June 25, 2018, are as follows:

(Rs. in Lakh)

Particulars	Total Funds required	Amount incurred till June 25, 2018	Source of Fund	Balance deployment during FY 2018-19
Working Capital Requirement	1,050.00	-	-	1,050.00
Branding & Advertising Expenses	275.00	-	-	275.00
General Corporate Purpose	260.68	-	-	260.68
Issue Expenses	200.00	15.00	Internal Accruals	185.00
<b>Total</b>	<b>1,785.68</b>	<b>15.00</b>		<b>1,770.68</b>

### 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 Draft 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 Draft 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 113 of this Draft Prospectus.

## BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is Rs. 10.00 and Issue Price is Rs. 85.00 per Equity Share and 8.5 times of the face value.

Investors should also refer to the sections titled "Business Overview", "Risk Factors" and "Financial Information" on page 88, 15, and 141 respectively of this Draft Prospectus, to have an informed view before making an investment decision.

### **Qualitative Factors**

We believe that our business strengths listed below enable us to remain competitive in the businesses:

- Experienced and skilled management team and a motivated and efficient work force.
- Wide range of services.
- We have a large marketing and service network
- Quality assurance

For detail on qualitative factors pertaining to the pricing of this issue, please refer to "Business Overview" on page 88 of this Draft Prospectus.

### **Quantitative factors**

#### **1. Earnings Per Share (EPS) and Diluted Earnings Per Share, Pre Issue, for last three years (as Adjusted for change in capital) on Standalone and Consolidated Basis\***

##### **On the basis of Standalone Financial Statement**

Financial Year	Adjusted EPS (Basic & Diluted)	Weights
2017-18	5.43	3.00
2016-17	3.62	2.00
2015-16	1.51	1.00
<b>Weighted Average EPS</b>		<b>4.18</b>

*\*Source: Restated Financial Statements*

##### **On the basis of Consolidated Financial Statement**

Financial Year	Adjusted EPS (Basic & Diluted)	Weights
2017-18	7.44	3.00
2016-17	6.25	2.00
2015-16	1.54	1.00
<b>Weighted Average EPS</b>		<b>6.06</b>

*\*Source: Restated Financial Statements*

#### **Note-**

- Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. The figures disclosed above are based on the Financial Statements as Restated of our Company.
- Face value of each equity share is Rs. 10.
- EPS has been calculated in accordance with Accounting Standard 20 "Earning per Share" issued by Institute of Chartered Accountants of India.
- For further details, please refer to Annexure No. VI – "Statement of Accounting Ratios" of the "Financial Information" beginning on page 141 of this Draft Prospectus.

## 2. Price/Earning (P/E) ratio in relation to issue Price of Rs. 85/-

On the basis of standalone financial statements

Particulars	PE Ratio on Issue price
P/E ratio based on Basic & Diluted EPS for FY 2017-18	15.65
P/E ratio based on Weighted Average Basic EPS	20.35

On the basis of consolidated financial statements

Particulars	PE Ratio on Issue price
P/E ratio based on Basic & Diluted EPS for FY 2017-18	11.42
P/E ratio based on Weighted Average Basic EPS	14.02

Industry PE*	Company Name	PE Ratio
Highest	Naturite Agro Products Ltd.	295.50
Lowest	Kwality Ltd.	8.8
Average	Industry Average	33.8

\*The PE data for Food Processing – Indian Industry has been taken from Capital Market Jul 02 – 15, 2018 edition.

## 3. Return on Net Worth in the last three years

On the basis of standalone financial statements

Financial Years	Return on Net Worth (RONW) (%)	Weights
2017-18	37.06	3.00
2016-17	59.44	2.00
2015-16	55.89	1.00
<b>Weighted Average RONW</b>		<b>47.66</b>

On the basis of consolidated financial statements

Financial Years	Return on Net Worth (RONW) (%)	Weights
2017-18	39.75	3.00
2016-17	66.41	2.00
2015-16	54.62	1.00
<b>Weighted Average RONW</b>		<b>51.12</b>

**Note:** The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserves, if any) of our Company.

## 4. Minimum Return on Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2018 are as under:

Standalone Basis	Consolidated Basis
15.85%	20.29%

## 5. Net Asset value (NAV) per Equity Share

Based Standalone Financial Statement

Particulars	In Rs.
Net Asset Value per Equity Share as of March 31, 2018	12.38
Issue Price per Equity Share	85.00
Net Asset Value per Equity Share after the Issue	34.29

### Based Consolidated Financial Statement

Particulars	In Rs.
Net Asset Value per Equity Share as of March 31, 2018	15.82
Issue Price per Equity Share	85.00
Net Asset Value per Equity Share after the Issue	36.69

**Note:**

- Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares outstanding at the end of the period.
- Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserves, if any) of our Company.

### 6. Comparison of Accounting ratios with Industry peers

S. No.	Name of the company	Face Value (Rs. Per Share)	CMP	EPS (Rs. Per Share)	P/E Ratio	RONW (%)	NAV (Rs. Per Share )	Total Income (in Lakhs)
1.	ICL Multitrading India Ltd	10	85.00	7.44	11.42	39.57	15.82	2,758.52
<b>Peer Group*</b>								
1.	Godrej Agrovet Ltd.	10.00	604.60	9.99	63.78	11.11%	87.52	371,935.00
2.	Future Consumers Ltd.	6.00	44.40	0.17	320.88	2.44%	3.71	247,812.43
3.	Hindustan Foods Ltd	10.00	336.80	4.81	61.12	16.34%	29.44	13,998.28
4.	Jhandewalans Foods Ltd	10.00	50.10	3.09	12.70	9.73%	31.72	17,789.44

\*Source: [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com), and Capital Market

**Notes:**

- Considering the nature and turnover of business of the Company the peer are not strictly comparable. Though comparable peers do not have all business verticals of ICL, however the same have been included for broader comparison.
- The figures for ICL Multitrading India Ltd are based on the restated results for the year ended March 31, 2018.
- The figures for the peer group are based on standalone audited results for the respective year ended March 31, 2018.
- Current Market Price (CMP) is the closing price of all the peers as on July 18, 2018.

For further details see section titled "Risk Factors" beginning on page 15 and the financials of the Company including profitability and return ratios, as set out in the section titled "Financial Information" beginning on page 141 of this Draft Prospectus for a more informed view.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,

The Board of Directors,  
**ICL Multitrading India Limited**  
A-105, Sector 63, Noida,  
Gautam Bush Nagar,  
Uttar Pradesh 201307

Dear Sirs,

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

We hereby report that the enclosed annexure prepared by us, states the possible special tax benefits available to ICL Multitrading India Limited and the shareholders of the Company under the Income Tax Act, 1961 (‘Act’), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfill. The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (“the Offer”) by the Company.

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

- a. The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b. The conditions prescribed for availing the benefits have been / would be met with.

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

**For Saroj Kumar Jha & Associates,  
Chartered Accountants  
Firm Registration No. 016303N**

**Saroj Kumar Jha  
Partner  
M. No. 097048**

**Date: June 22, 2018  
Place: Noida**

## **ANNEXURE TO THE STATEMENT OF TAX BENEFITS**

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

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

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

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

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

#### **Note:**

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

## SECTION V: ABOUT THE COMPANY

### INDUSTRY OVERVIEW

#### INDIAN ECONOMY

##### Introduction

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it 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. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

##### Market size

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

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\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

##### Government Initiatives

The Union Budget for 2018-19 was announced by Mr Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US\$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US\$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

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.

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

## TEXTILE INDUSTRY & MARKET GROWTH IN INDIA

### Introduction

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 105 million people directly and indirectly. India's overall textile exports during FY 2017-18 stood at US\$ 37.74 billion.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

**Source:** <https://www.ibef.org/industry/textiles.aspx>

### Market Size

The Indian textiles industry, currently estimated at around US\$ 150 billion, is expected to reach US\$ 230 billion by 2020. The Indian Textile Industry contributes approximately 2 per cent to India's Gross Domestic Product (GDP), 10 per cent of manufacturing production and 14 per cent to overall Index of Industrial Production (IIP).

The production of cotton in India is estimated to increase by 9.3 per cent year-on-year to reach 37.7 million bales in FY 2017-18. The total area under cultivation of cotton in India is expected to increase by 7 per cent to 11.3 million hectares in 2017-18, on account of expectations of better returns from rising prices and improved crop yields during the year 2016-17.

Indian exports of locally made retail and lifestyle products grew at a compound annual growth rate (CAGR) of 10 per cent from 2013 to 2016, mainly led by bedding bath and home decor products and textiles

**Source:** <https://www.ibef.org/industry/textiles.aspx>

### Investment

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 2.82 billion during April 2000 to December 2017.

Some of the major investments in the Indian textiles industry are as follows:

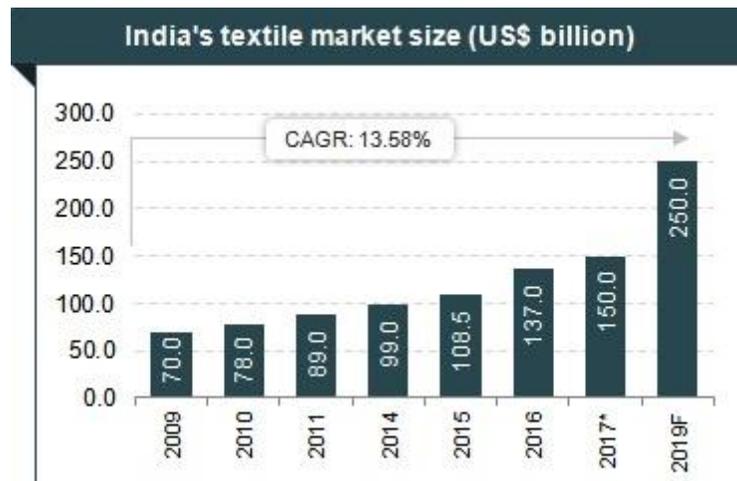
- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20.
- Future Group is planning to open 80 new stores under its affordable fashion format, Fashion at Big Bazaar (FBB), and is targeting sales of 230 million units of garments by March 2018, which is expected to grow to 800 million units by 2021.
- Raymond has partnered with Khadi and Village Industries Commission (KVIC) to sell Khadi-marked readymade garments and fabric in KVIC and Raymond outlets across India.

- Max Fashion, a part of Dubai based Landmark Group, plans to expand its sales network to 400 stores in 120 cities by investing Rs 400 crore (US\$ 60 million) in the next 4 years.
- In May 2018, textiles sector recorded investments worth Rs 27,000 crore (US\$ 4.19 billion) since June 2017.

**Source:** <https://www.ibef.org/industry/textiles.aspx>

### **Textile Industry and Market Growth in India**

- Textile plays a major role in the Indian Economy
  - (i) It contributes 14 per cent to industrial production and 4 per cent to GDP
  - (ii) With over 45 million people, the industry is one of the largest source of employment generation in the country
- The size of India's textile market as of July 2017 was around US\$ 150 billion, which is expected to touch US\$ 250 billion market by 2019, growing at a CAGR of 13.58 per cent between 2009-2019.
- The central government is planning to finalise and launch the new textile policy in the next three months<sup>1</sup>. The policy aims to achieve US\$ 300 billion worth of textile exports by 2024-25 and create an additional 35 million jobs.



### **Government Initiatives**

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

Initiative will be taken into consideration by Government of India.

- The Union Ministry of Textiles, Government of India, along with Energy Efficiency Services Ltd (EESL), has launched a technology upgradation scheme called SAATHI (Sustainable and Accelerated Adoption of Efficient Textile Technologies to Help Small Industries) for reviving the powerloom sector of India.
- The Government has planned to connect as many as 5 crore (50 million) village women to charkha (spinning wheel) in next 5 years with a view to provide them employment and promote khadi and also, they inaugurated 60 khadi outlets which were renovated and re-launched during the completion of KVIC s 60th anniversary and a khadi outlet.
- The Textiles Ministry will organise 'Hastkala Sahyog Shivirs' in 421 handloom-handicrafts clusters across the country which will benefit over 1.2 lakh weavers and artisans.

- The Gujarat government's decision to extend its textile policy by a year is set. It is believed to attract Rs 5,000 crore (US\$ 50 billion) of more investment in sectors across the value chain. The government estimates addition till now of a million units of spindle capacity in the spinning sector and setting up of over 1,000 units in technical textiles.
- The Textile Ministry of India earmarked Rs 690 crore (US\$ 106.58 million) for setting up 21 ready made garment manufacturing units in seven states for development and modernisation of Indian Textile Sector.

Some of initiatives taken by the government to further promote the industry are as under:

- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.
- The Government of India plans to introduce a mega package for the powerloom sector, which will include social welfare schemes, insurance cover, cluster development, and upgradation of obsolete looms, along with tax benefits and marketing support, which is expected to improve the status of power loom weavers in the country.
- The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (A-TUFS), launch of India Handloom Brand and integrated scheme for development of silk industry, for the strategic enhancement of Indian textiles quality to international standards.

**Source:** <https://www.ibef.org/industry/textiles.aspx>

### **Road Ahead**

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

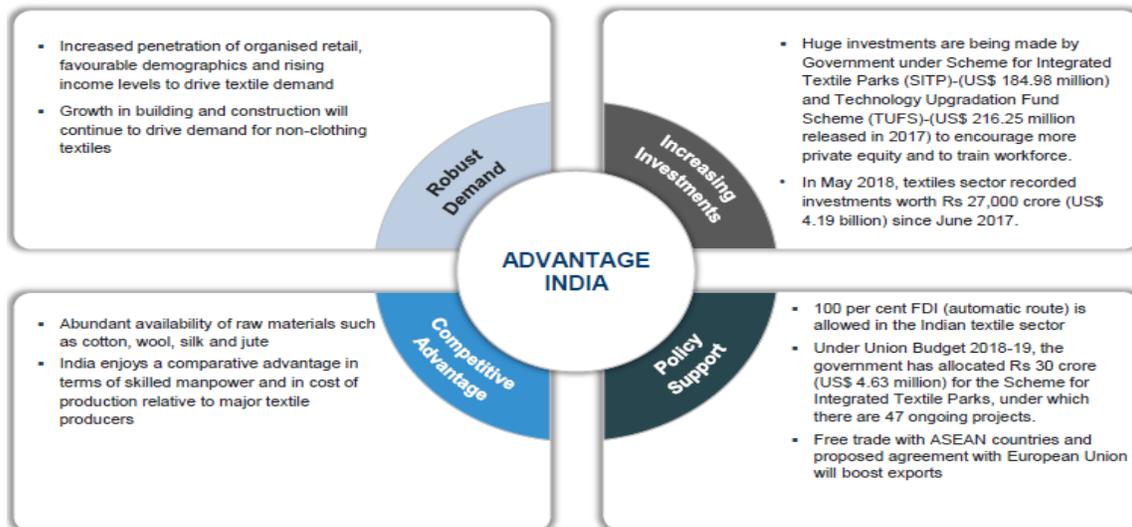
High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market. The domestic market for apparel and lifestyle products, currently estimated at US\$ 85 billion, is expected to reach US\$ 160 billion by 2025.

The Indian cotton textile industry is expected to showcase a stable growth in FY2017-18, supported by stable input prices, healthy capacity utilisation and steady domestic demand\*.

**Source:** <https://www.ibef.org/industry/textiles.aspx>

**References:** Ministry of Textiles, Indian Textile Journal, Department of Industrial Policy and Promotion, Press Information Bureau, Union Budget 2017-18.

## Advantage India

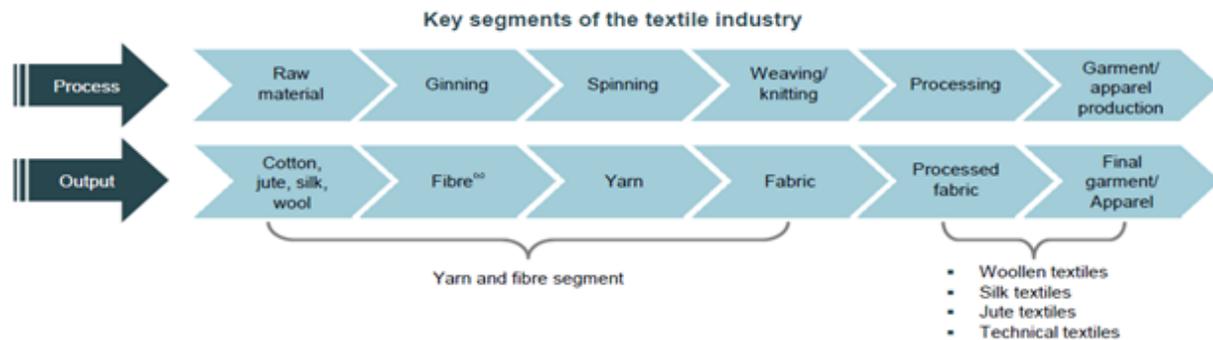


Note: SITP - Scheme for Integrated Textile Park; FDI - Foreign Direct Investment, ASEAN - Association of Southeast Asian Nations, E - Estimate; F-Forecasted  
Source: PHD Chamber of Commerce; Federation of Indian Chambers of Commerce and Industry, Aranca Research

**Source: Textiles and Apparels - IBEF, June 2018**

### Key Facts

- The fundamental strength of the textile industry in India is its strong production base of wide range/ yarns from natural fibres like cotton, jute silk and wool to synthetic/ man- made fibres like polyester, viscose, nylon and acrylic.
- India's textile industry contributes 10 percent to the manufacturing production of India.
- It contributes 2 percent to the GDP of India and employs more than 45 million people.
- The sector contributes 13 percent to the export earning in India.



**Source: Textiles and Apparels - IBEF, June 2018**

### Highlights of Union Budget 2018-19

- Under Union Budget 2018-19, Government of India allocated around Rs. 7,148 crore (US\$ 1.1 billion) for the textile industry.
- Rs. 2,300 crore (US\$ 355.27 million) have been allocated for the Technology Up- gradation Fund Scheme (TUFS).
- The allocation for remission of State Levies (ROSL) is Rs. 2,163.85 crore (US\$ 334.24 million), which is expected to be beneficial for exporters of made- ups and apparels, as backlog will be cleared and working capital will be released.

- The government has also proposed to contribute 12 percent of the new employees' wages towards Employee Provident Fund (EPF) over the next three years, which is expected to boost hiring in the apparel segment and has also extended fixed-term employment to all sectors.
- The government has also allocated Rs. 112.15 crore (US\$ 17.32 million) towards scheme for powerloom units.
- The government has allocated Rs. 30 crore (US\$ 4.63 million) for the scheme for Integrated Textile Parks, under which there are 47 ongoing projects.

**Source: Textiles and Apparels - IBEF, June 2018**

## **INDIAN FOOD PROCESSING**

### **Introduction**

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year. In India, the food sector has emerged as a high-growth and high-profit sector due to its immense potential for value addition, particularly within the food processing industry.

**Source:** <https://www.ibef.org/industry/indian-food-industry.aspx>

### **Market Size**

The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment. The Indian gourmet food market is currently valued at US\$ 1.3 billion and is growing at a Compound Annual Growth Rate (CAGR) of 20 per cent. India's organic food market is expected to increase by three times by 2020.

The online food ordering business in India is in its nascent stage, but witnessing exponential growth. With online food delivery players like FoodPanda, Zomato, TinyOwl and Swiggy building scale through partnerships, the organised food business has a huge potential and a promising future. The online food delivery industry grew at 150 per cent year-on-year with an estimated Gross Merchandise Value (GMV) of US\$ 300 million in 2016.

**Source:** <https://www.ibef.org/industry/indian-food-industry.aspx>

### **Government Initiatives**

Some of the major initiatives taken by the Government of India to improve the food processing sector in India are as follows:

- The Government of India aims to boost growth in the food processing sector by leveraging reforms such as 100 per cent foreign direct investment (FDI) in marketing of food products and various incentives at central and state government level along with a strong focus on supply chain infrastructure.
- In Union Budget 2017-18, the Government of India has set up a dairy processing infra fund worth Rs 8,000 crore (US\$ 1.2 billion).
- The Government of India has relaxed foreign direct investment (FDI) norms for the sector, allowing up to 100 per cent FDI in food product e-commerce through automatic route.
- The Food Safety and Standards Authority of India (FSSAI) plans to invest around Rs 482 crore (US\$ 72.3 million) to strengthen the food testing infrastructure in India, by upgrading 59 existing food testing laboratories and setting up 62 new mobile testing labs across the country.
- The Indian Council for Fertilizer and Nutrient Research (ICFNR) will adopt international best practices for research in fertiliser sector, which will enable farmers to get good quality fertilisers at affordable rates and thereby achieve food security for the common man.

## Road Ahead

Going forward, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good manufacturing Practices (GMP) and Good Hygienic Practices (GHP) by the food processing industry offers several benefits. It would enable adherence to stringent quality and hygiene norms and thereby protect consumer health, prepare the industry to face global competition, enhance product acceptance by overseas buyers and keep the industry technologically abreast of international best practices.

Source: <https://www.ibef.org/industry/indian-food-industry.aspx>

## TEA INDUSTRY IN INDIA

### Introduction

Indian tea is among the finest in the world owing to strong geographical indications, heavy investments in tea processing units, continuous innovation, augmented product mix and strategic market expansion. The main tea-growing regions are in Northeast India (including Assam) and in north Bengal (Darjeeling district and the Dooars region). Tea is also grown on a large scale in the Nilgiris in south India. India is one of the world's largest consumers of tea, with about three-fourths of the country's total produce consumed locally.

### Key Markets and Export Destinations

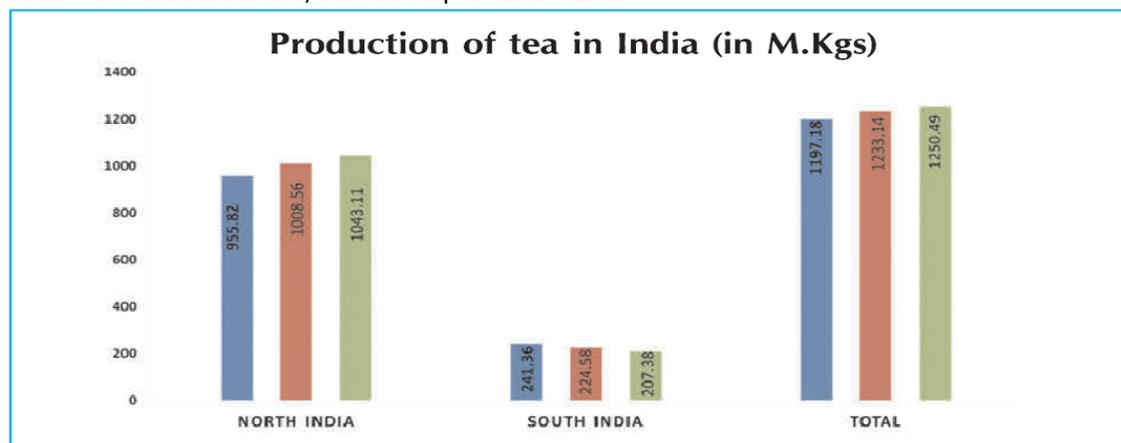
- Export of Indian tea's increased by 5.7 per cent in the first four months of 2017.
- In 2015-2016, Tea exports from India stood at 232.92 kg, valued at US\$ 686.67 million.
- During 2016, major importers of Indian tea were Russia, United States, United Kingdom, Egypt, Iran, Saudi Arabia, Germany, Morocco, Japan, France, UAE, Canada, Vietnam, Netherlands, and Kazakhstan.
- The country is home to a wide variety of teas, including CTC tea, orthodox tea, green tea and organic tea. Unlike many other tea producing and exporting nations, India has a manufacturing base for both CTC and orthodox tea, in addition to green tea.
- India offers high-quality specialty teas, such as Darjeeling, Assam Orthodox and the high-range Nilgiri, which have a distinctive aroma, strength, colour and flavour.

Source: <https://www.ibef.org/exports/indian-tea-industry.aspx>

Production of Tea in India (in M.Kgs)

Calendar Year	North India	South India	All India	Financial Year	North India	South India	All India
2014	965.20	242.11	1207.31	2014-15	955.82	241.36	1197.18
2015	981.09	227.57	1208.66	2015-16	1008.56	224.58	1233.14
2016	1054.51	212.85	1267.36	2016-17	1043.11	207.38	1250.49

Source: Tea Board India, Annual Report 2016-2017



Source: Tea Board India, Annual Report 2016-2017

### Production and Export share of major producing and exporting countries during 2016

Country	Production		Export	
	Million Kg	Global share	Million Kg	Global share
China	2350	43	329	18
India	1267	23	222	12
Kenya	473	9	480	27
Sri Lanka	293	5	281	16
Others	1120	20	490	27
<b>World Total</b>	<b>5503</b>	<b>100</b>	<b>1802</b>	<b>100</b>

**Source: Tea Board India, Annual Report 2016-2017**

## SPICES INDUSTRY IN INDIA

### Introduction

India, known as the home of spices, boasts a long history of trading with the ancient civilisations of Rome and China. Today, Indian spices are the most sought-after globally, given their exquisite aroma, texture, taste and medicinal value. India has the largest domestic market for spices in the world. Traditionally, spices in India have been grown in small land holdings, with organic farming gaining prominence in recent times. India is the world's largest producer, consumer and exporter of spices; the country produces about 75 of the 109 varieties listed by the International Organization for Standardization (ISO) and accounts for half of the global trading in spices.

### Export highlights and key markets

- Total spices export from India stood at 947,790 tonnes valued at US\$ 2.63 billion in the year 2016-17, registering a year-on-year growth of 6 per cent in value terms.
- Major importers of Indian are US, China, Vietnam, UAE, Indonesia, Malaysia, UK, Sri Lanka, Saudi Arabia, and Germany.
- Top spices produced in the country include pepper, cardamom, chilli, ginger, turmeric, coriander, cumin, celery, fennel, fenugreek, ajwain, dill seed, garlic, tamarind, clove, and nutmeg among others.
- India commands a formidable position in the world spice trade with the spice exports expected to touch US\$ 2.63 billion by 2016-17.

**Source:** <https://www.ibef.org/exports/spice-industry-indias.aspx>

### Growth in Spices industry

- India exported about 7.97 lakh tonnes of spices and spice products worth Rs 13,167.89 crore during April-December 2017, an increase of 20 per cent in volume and four per cent in Rupee terms.
- During the corresponding period in 2016, 6.63 lakh tonnes valued at Rs 12,607.46 crore was exported, a Spices board press release said.

Spices will emerge as \$18 billion industry by 2020, according to K Nirmal Babu, Director of the Kozhikode-based Indian Institute of Spices Research (IISR). Speaking at the inauguration of the three-day science special lecture series programme on 'Recent trends in botanical sciences', jointly organised by the Department of Applied Botany of Mangalore University and the Karnataka Science and Technology Academy in Mangaluru on Thursday, he said the estimated annual growth rate for spices demand in the world is around 3.19 per cent. Of the \$18 billion spices market by 2020, the share of India will be around \$5 billion, he said. (According to the annual report of Spices Board, the value of spices export stood at \$2.48 billion during 2015-16.) Stressing the need for conserving genetic diversity in spices, he said that IISR has conserved around 3,000 varieties. He said that India is the centre of origin for black pepper and cardamom. Apart from this, the country is the major producer of ginger, turmeric, chillies and tree species of spices.

**Source:** <http://www.thehindubusinessline.com/economy/agri-business/spices-industry-to-see-good-growth-by-2020/article9926473.ece>

India exported about 7.97 lakh tonnes of spices and spice products worth Rs 13,167.89 crore during April-December 2017, an increase of 20 per cent in volume and four per cent in Rupee terms. During the corresponding period in 2016, 6.63 lakh tonnes valued at Rs 12,607.46 crore was exported, a Spices board press release said. In Dollar terms, spices exports were pegged at US 2041.23 million as compared to US 1880.02 million, notching an increase of nine per cent in value.

**Source:** <https://www.ibef.org/news/indias-spices-exports-rise-20-per-cent-in-aprildec-2017->

## **NUTRACEUTICALS OVERVIEW**

### **Introduction**

Nutraceuticals refer to food or part of a food, including beverages and food products that provide incremental medical or health benefits, including prevention or treatment of a disease. It spans across Functional Foods, Functional Beverages and Dietary supplements. Some instances of Nutraceutical products are Probiotics, Fortified energy drinks, Vitamins and Minerals etc. The category is positioned in between Food & Beverages and Pharmaceuticals.

Indian consumers are getting more aware of their fundamental needs for nutrition and proactive steps they can take to prevent chronic ailments and attain higher well-being. India has a significantly younger population and the younger generation is vigorously pursuing more active lifestyle to enjoy fitness, to guard against obesity, diabetes, cardio-vascular problems etc. In this context, the role of opinion-shapers like General Practitioners, Fitness Instructors and Nutritionists cannot be ignored. For accelerated penetration and growth, companies must develop programs for more extensive consumer understanding, decide which segments they would like to enter and compete. It is also important to formulate an effective communication strategy for the target audience to educate them on the benefits of this category. Side-effects and spurious products are two key concerns and a potential barrier for growth from all stakeholders and needs to be quickly addressed. It is here that the Regulatory may want to play a more active role.

**Source:** <http://mrssindia.com/uploads/reports/pdf/assocham-knowledge-report-on-nutraceuticals-released-at-3rd-national-symposium-6.pdf>

### **Growth in Nutraceuticals Market**

- Indian nutraceuticals market is expected to grow at a compounded annual growth rate of 21 per cent and reach USD 10 billion by 2022 from USD 4 billion now.
- The growth in nutraceuticals - food and drinks which have potential health benefits - is seen largely driven by the modern day's consumer lifestyle that is impacted by faster pace of life, taking a toll on health and wellness.
- It is also driven by the aging population estimated to reach USD 1 billion by 2020 in both developed and developing countries, said the report brought out today by MRSS India for industry body Assocham.
- Given the context, globally, too, the nutraceutical market is expected to reach USD 241 billion in 2019 from USD 172 billion in 2014.
- "Nutraceuticals are poised to provide holistic solutions to the younger burgeoning Indian middle class to keep chronic ailments at bay and also address the rising incidence of lifestyle diseases, including cardio-vascular ailments, diabetes, obesity and various forms of allergies.

**Source:** <https://www.ibef.org/news/nutraceuticals-market-may-grow-to-us10-bn-by-2022>

## BUSINESS OVERVIEW

*Following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Draft Prospectus, including the information contained in the section titled 'Risk Factors', beginning on page 15 of the Draft Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled 'Risk Factors' and 'Financial Information' and chapter titled 'Management Discussion and Analysis of Financial Condition and Results of Operations' beginning on page 15, 141 and 181, respectively, of the Draft Prospectus.*

*Unless the context otherwise requires, in relation to business operations, in this section of the Draft Prospectus, all references to "we", "us", "our" and "our Company" are to ICL Multitrading India Limited and Group Entities as the case may be.*

### Overview

Our Company was initially incorporated as Private Limited Company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Kanpur, Uttar Pradesh dated September 7, 2012 with the name 'ICL Infradevelopers Private Limited'. Subsequently the name of our company was changed to 'ICL Multitrading India Private Limited' and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on September 30, 2013. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on November 20, 2017 and consequently, the name of our Company was changed to 'ICL Multitrading India Limited' and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Uttar Pradesh on December 8, 2017.

We are a multi-product branding and distribution Company. We sell our products under the Brand "ICL". We focus on distribution through our network of warehouses, super stockiest and distributors with the presence primarily in Uttar Pradesh, Uttarakhand and Jharkhand. Our major category of products includes consumer products such as spices, tea, suiting-shirting & related accessories, incense sticks (Dhoop), gifting products and other products.

Further, we have also entered into herbal products segment and are procuring herbal wellness and cosmetic products from various manufacturers which are being sold through the online platform of "[www.adiherbal.com](http://www.adiherbal.com)".

We get our products manufactured from third party manufacturers. The products are manufactured as per our requirements and specifications. The products are packed directly under our brand name by these manufacturers.

However, for Tea, we have established our own sorting and packaging facility located at Jalaksh Compound, 10<sup>th</sup> KM, Rampur Road, Opposite AKC Hyundai, Showroom, VPO Nondoshi, Bareilly – 243 052, Uttar Pradesh. We sell two varieties of tea ICL Premium and ICL Gold. Entire sourcing, sorting and packaging are done on our own in this facility.

For our textile/fabric segment, we get our products both fabric and uniform made by our suppliers as per our specifications. The supplier dispatches the products to our warehouses as per our requirement. We manage the inventory efficiently to ensure supply to our business associates and customers. Festival season needs higher amount of supplies and the same is managed accordingly. Bulk of the sales of fabric comes from the sales of uniform (pants, shirts and ties) to our business associates who work as sales agents for ICL. Some part of the sales also come from the sales of fabric to the end consumers through our business associates. This is stable, cost-efficient and profitable business and comes through almost on auto mode. We make efforts to ensure availability of these products at all our branch offices and warehouses at right price and maintain quality. At the same time, we do not intend to scale up this textile business beyond our captive consumers as we intend to be a food and agri-business company of repute.

We are focused primarily on tier 2 and tier 3 places including small towns and tehsil level places. We believe that we have created an identity of affordable brand for quality products. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We market our products through our stockiest and distribution network. These stockiest and distributors sell our products to various retail and wholesale shopkeepers. We had a wide network of 7 warehouses and 17 stockiest as of June 30, 2018.

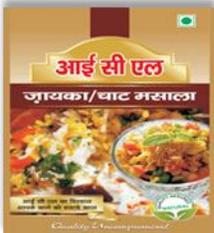
Our Company was incorporated in 2012, and through the next few years, our Company was involved in branding and distribution of various products. Over the last few years we have been continuously adding new products and to our product portfolio. Over the years we have diversified to several other services linked to our basic work and built a steady position for ourselves in the Domestic market which can be witnessed from our revenue growth over the time.

Our Company is led by our Promoters Roop Kishore Gola, Rajni Gupta, Avadhesh Kumar Gola and Image Career Limited.

ICL Group was established as a small infra firm in Bareilly by Mr. Roop Kishore Gola in the year 2008. Over the years ICL Group has expanded its span and now includes Infra, Finance, Insurance, Multi-product trading, Dairy Products and online market place under its umbrella.

### Our Major Products

#### SPICES



**ICL Jayaka Chaat Masala**



**ICL Special Garam Masala**



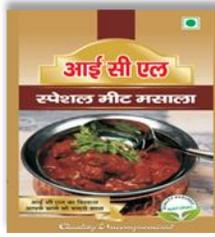
**ICL Special Jeera Powder**



**ICL Special Kitchen King Masala**



**ICL Coriander Powder**



**ICL Special Meat Masala**



**ICL Turmeric Powder**



**ICL Red Chilli Powder**

#### SUITING-SHIRTING & RELATED ACCESSORIES

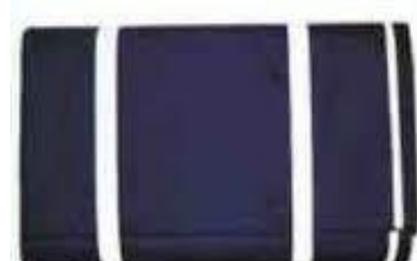
**ICL Suit Length**

**ICL Pant Piece**

**ICL Shirt Piece**

**ICL Tie**

**ICL Belts**



**TEA**



**ICL Premium Tea**



**ICL Gold Tea**

**INCENSE STICKS**



**ICL Sandalwood Premium Dhoop**

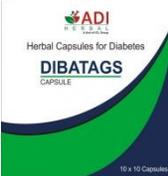
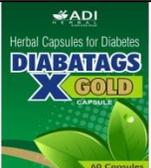


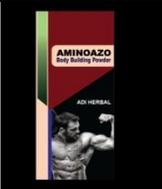
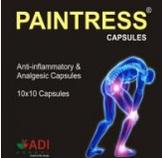
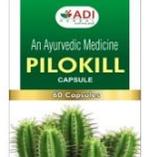
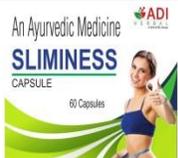
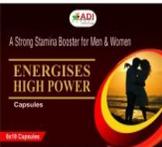
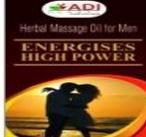
**ICL Gugal Dhoop**

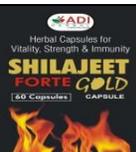
**Our Other Products**

<p><b>ICL Cattle Feed</b></p>	<p><b>ICL Pulses (Mung Dal, Chana Dal, Rajma Dal, Toor Dal, Urad Dal)</b></p>	<p><b>ICL Phenyl</b></p>
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**Our Company have entered in the field of herbal products that are named as follows:**

	<p><b>Dibatags Capsules:</b> Dibatags Herbal Capsule is purely an herbal formulation to manage diabetes.</p>
	<p><b>Dibatags X Gold Special for Sexual Health of Diabetic Men &amp; women:</b> For Sexual health of Diabetic Men &amp; Women.</p>
	<p><b>Hair Tail Oil:</b> Hair Tail oil is made as a remedy for baldness, poor hair growth, poor hair quality, dandruff, psoriasis etc.</p>
	<p><b>Hair Tail Shampoo:</b> Suitable for removing dandruff and reducing hair fall.</p>

 <p>Herbal Care for Hairs <b>HAIR TAIL</b> CAPSULE 60 Capsules</p>	<p><b>Hair Tail Capsules:</b> Capsules are helpful in stimulating hair-follicles and reducing the loss of hair.</p>
 <p><b>AMINOAZO</b> Body Building Powder ADI HERBAL</p>	<p><b>Aminoazo Body Building Powder:</b> For exercise and building muscles.</p>
 <p><b>PAINTRESS</b> CAPSULES Anti-inflammatory &amp; Analgesic Capsules 10x10 Capsules ADI</p>	<p><b>Paintress Capsules:</b> Contains Ashwagandha (<i>Withania somnifera</i>), Kuchla (<i>strychnos nuxvomica</i>), Satavar (<i>Asparagus racemousus</i>), and Guggulu (<i>Commofora mokul</i>). Pain Tress Capsules is a combination of herbs and minerals. It is effective in removing the inflammation of joints.</p>
 <p><b>PAINTRESS</b> Herbal Pain Reliever Oil 50 ml. ADI</p>	<p><b>Paintress Oil:</b> A combination of herbs and minerals. It is effective in removing the inflammation of joints. It removes swelling in joints, pain in joints, the stiffness of muscles. It nourishes the nerves, muscle &amp; bones.</p>
 <p><b>ADI</b> An Ayurvedic Medicine <b>PILOKILL</b> CAPSULE 50 Capsules</p>	<p><b>Pilokill Capsules:</b> First &amp; Second degree internal piles, External Piles, Bleeding Piles. Pre &amp; Post Operatively in Haemorrhoidectomy, Rapidly Controls bleeding, removes constipation. Reduces Perianal itching and burning.</p>
 <p>An Ayurvedic Medicine <b>SLIMINESS</b> CAPSULE 60 Capsules ADI</p>	<p><b>Sliminess Capsules:</b> This product is designed to help lose weight safely and naturally.</p>
 <p><b>ADI</b> Herbal Eye Drops 10ml. Herbal Comfort for eyes</p>	<p><b>ADI Eye Drop:</b> These drops are suitable for treating different eye problems such as dryness, itchiness, redness, allergies, etc.</p>
 <p>A Ayurvedic Proprietary Medicine <b>TAR-NIL</b> SYRUP 500 ml. Helpful in Quit Smoking &amp; after withdrawal effects.</p>	<p><b>Tar-Nil Syrup:</b> A product for cleaning the deposited tar that has been generated due to smoking. Tar-Nil Syrup is an herbal medicine for lungs.</p>
 <p><b>ADI</b> A Strong Stamina Booster for Men &amp; Women <b>ENERGISES HIGH POWER</b> Capsules 60 Capsules</p>	<p><b>Energises High Power Capsules:</b> Ayurvedic Sexual Desire &amp; Stamina Booster Capsule.</p>
 <p>Herbal Massage Oil for Men <b>ENERGISES HIGH POWER</b> Oil 100ml.</p>	<p><b>Energises High Power Oil:</b> A Natural Body Oil Perfectly Blended to Invigorate and Revitalize the Skin on A Cellular Level.</p>

	<p><b>Shilajeet Forte Gold Capsules:</b> Useful for Sexual health Diabetic Men &amp; Women. Helpful in improving Sperm count, reducing Blood sugar and Blood pressure levels. Useful in preventing damages Heart, Kidney, Eyes and Nervous system.</p>
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For sourcing the above mentioned herbal products, we have entered into the Manufacturing Agreement dated December 11, 2017 with North India Life Sciences Private Limited, Karnal for manufacturing our herbal and ayurvedic product range.

We look forward to every opportunity that exists in market and work to develop and enhance our current business and product portfolio.

**Location**

We operate from the following premises:

Type of Facility	Location
Registered Office	A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201307, India.
Tea Sorting & Packaging Unit	Jalaksh Compound, 10 <sup>th</sup> KM, Rampur Road, Opposite AKC Hyundai, Showroom, VPO Nondoshi, Bareilly – 243 052, Uttar Pradesh

**Our Competitive Strengths**

**1. Experienced and Qualified management team**

Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. Our Promoters viz. Roop Kishore Gola; Avadhesh Kumar Gola and Rajni Gupta guide our Company and are well assisted by our Key Managerial Persons. We believe that a motivated and empowered employee base is key to our competitive advantage. Our personnel policies are aimed towards recruiting talented employees and facilitating their integration into our organization and encouraging the development of their skills and expertise. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills.

**2. Diversified and Innovative products range**

We are a multi-product trading company with a diverse product portfolio. Our major category of products includes consumer products such as spices, tea, suiting-shirting & related accessories, incense sticks (Dhoop), gifting products and other products. We get our products manufactured from third party manufacturers. The products are manufactured as per our requirements and specifications. The products are packed directly under our brand name by these manufacturers. However, for Tea, we have established our own sorting and packaging facility located at Bareilly, Uttar Pradesh.

**3. Our brand names**

We are part of the ICL Group, and ICL is a well-known brand in Uttar Pradesh and Uttarakhand tier 2 and tier 3 places including small towns and tehsil level places. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We have earned goodwill & competitive edge through our consistent quality oriented service. We believe that our sector is not an easy to enter sector given that substantial portion of the business is carried out through trust and hence having a developed goodwill would help us compete with new entrants in this sector in the future.

**4. Widespread sales and distribution network and supply chain competencies**

We had a wide network of 7 warehouses and 17 stockiest as of June 30, 2018. Simultaneously plan to further strengthen our distribution network by setting up of 10 warehouses and distribution centers to be managed on our own in and around UP/ Uttarakhand, Delhi NCR and Bihar. The expansion of our distribution network will increase the timely availability of the products in these areas and also ensure that the stockiest operate effectively with reduced inventory levels, which would translate into better returns for them.

## Our Business Strategy

### 1. Focus on Increase in Volume of Sales

As part of our growth strategy we intend to focus on increase in volume of sales. As a trading company we want to focus on larger volume of sales and further addition of new products in our portfolio to achieve our targeted sales. We have the ready infrastructure as well as know how to scale this business further; and we have a long term strategy to increase our sales from this business vertical.

### 2. Increase geographical presence

We are currently having presence in Uttar Pradesh, Uttarakhand and Jharkhand. Our business is also mostly located in these areas. Going forward we plan to establish our presence in the other regions. Our emphasis is on expanding the scale of our operations as well as growing our supply chain network, which we believe will provide attractive opportunities to grow our client base and revenues.

### 3. Leverage and enhance the ICL brand name.

One of our key strengths is being part of the ICL group of companies and the strong brand equity generated by the "ICL" brand name. We believe that the ICL brand commands a recall amongst the consumers in the areas where we operate due to its image and goodwill established over the years. We intend to leverage the brand equity that we enjoy as a result of our relationship with the ICL group of companies. Also, we plan to leverage our existing brands, which have good recall with customers to introduce a wider range of products.

### 4. Our Major Products, Services and Processes

Our major category of products includes consumer products such as spices, tea, suiting-shirting & related accessories, incense sticks (Dhoop), gifting products and other products. Our suiting-shirting products and spices products are the major revenue generators for us. However, we have been adding new products regularly to base on our own experience and market feedbacks.

### 5. High Margin Products

We are also engaged into the herbal products which is high margin business. ICL are looking to find the highest profit margin possible. We believe when a business increases profits, the profits can be shared with Stakeholders/employees. It can be used to expand product lines or services, which serve to potentially drive even more profits into the business.

## Swot Analysis

### Strengths

- Established operations and proven track record
- Quality Assurance and Standards
- Experienced Management Team

### Opportunities

- Growing acceptance by consumers
- Rise in demands
- Opportunities in Indian Market

### Weakness

- Insufficient market reach
- Heavy dependence on suppliers for right quality of raw materials
- Dependent upon growth in FMCG industry

### Threats

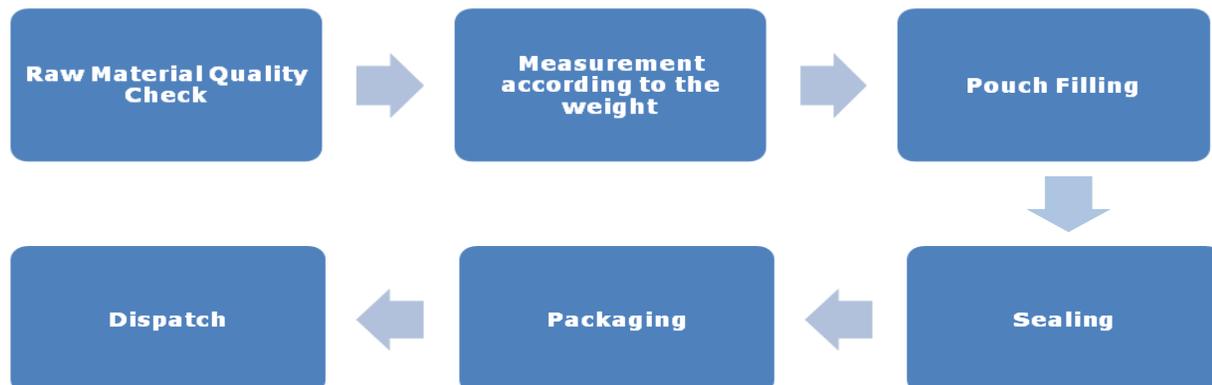
- Increase Competition from Big Players
- Change in Government Policies
- Rising labour wages

Our business process generally includes the following steps:



## Packaging Process for ICL Tea

Raw Material: Raw Tea material & packing material



## Plant and Machinery

Since we are a trading company, we do not own any major plant and machinery. However, plant and machinery are used at our Tea Sorting & Packaging Unit. The major plant and machinery at this unit consists of:

1. Automatic Form Fill and Seal machine to Pack tea (17 gms, 34 gms)
2. Collar Type Quoordc Pouch Packing Machines (250 gms)
3. Pouch Cutters (5 sets)
4. Long Heaters
5. Other small equipment

## Collaborations

We have not entered into any technical or other collaboration.

## Utilities & Infrastructure Facilities

### Materials

The materials required to manufacture our products are procured by manufacturers directly based on our specifications. We procure tea directly from Assam through our appointed agent.

### Manpower

We always believe that a motivated and empowered employee base is the key to our operations and business strategy. Over the years, we have developed a large pool of skilled and experienced personnel .Our Company is committed towards creating an organization that nurtures talent. We provide our employees an open atmosphere with a continuous learning platform that recognizes meritorious performance.

The following is a department-wise break-up of our 88 employees as on the June 30, 2018:

Sr. No.	Department	Total
1	Senior Management	3
2	Finance, Accounts & Secretarial	14
3	Sales & Marketing	40
4	HR & Administration	9
5	Production & Designing	8
6	Information Technology	7
7	Labour & Worker	8
	<b>Total</b>	<b>89</b>

## Nature of Services Offered To End-Users

We are engaged into the multi-product branding and distribution. We sell our products under the Brand "ICL". The end-users of our products are domestic users.

### **Logistics**

We facilitate delivery to our warehouses and stockists through third party transport service providers. We outsource our transportation to transportation agencies.

### **Past Production Figures Industry-wise**

The retail industry is highly fragmented and is dominated by large number of traders, manufacturers and bigger brands. For details of the industry data please refer to section titles "Our Industry" beginning on page 79 of the Draft Prospectus.

### **Competition**

We face the competition in our business from other existing traders, manufacturers. In the markets where we operate, we face competition primarily from vendors selling unbranded products. We are focused primarily on tier 2 and tier 3 places including small towns and tehsil level places and here people have not been very brand cautious. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products.

### **Approach to Marketing and Marketing Set-up**

We have a wide network of 7 warehouses and 17 stockiest as of June 30, 2018. Simultaneously plan to further strengthen our distribution network by setting up of 10 warehouses and distribution centres to be managed on our own in and around Uttar Pradesh, Uttarakhand, Delhi NCR and Bihar. The expansion of our distribution network will increase the timely availability of the products in these areas and also ensure that the stockists operate effectively with reduced inventory levels, which would translate into better returns for them and us. We have also recently launched the herbal range of products which are being sold through online platform of [www.adiherbal.com](http://www.adiherbal.com).

### **Future Prospects**

The future plans of our Company are in line with the way the industry is thinking and planning ahead. Our Company is trying to increase the geographical areas of operations to cater to the growing market.

The Company has added new lines of businesses namely Cattle Feed, Compost and also in procurement of commodities for government agencies.

The Company has signed an agreement dated May 19, 2018 for mutual corporation with Greenbay Biotech International Private Limited for co-producing compost at Bareilly, which will be exclusively marketed by ICL Multitrading Limited. Greenbay Biotech International Limited will help ICL with their technology and knowhow to produce the best quality compost with greater cost efficiency.

The Company has signed agreements in the month June 2018, for supply various food items with National Federation of Farmers' Procurement, Processing and Retailing Cooperatives of India Limited (NACOF). This will give us a big platform to scale up our food and beverages segment in a big way in the near term. We have already started supplying to NACOF.

### **Capacity and Capacity Utilization**

Our Company is engaged in the trading business and hence capacity and capacity utilization cannot be determined.

### **Export Possibilities & Export Obligation**

Currently, we do not have any outstanding export obligations.

### **Property**

Our Company owns following properties on freehold basis as on the date of this Draft Prospectus:

1. Our Company has acquired agricultural land at Khet No.1341 area 0.5570 Hectors at village Jitaur, Bareilly.

2. Our Company has acquired agricultural land at Khet No.71 area 2.65 Hectors at village Khajuhai, Bareilly.
3. Our Company has acquired agricultural land at Kuankheda, Vilaspur, Bareilly area 1.21 hectors.
4. Our Company has acquired agricultural land at Kuankheda, Vilaspur, Bareilly area 0.61 hectors.
5. Our Company has acquired agricultural land at Kuankheda, Vilaspur, Bareilly area 0.92 hectors.
6. Our Company has acquired agricultural land at Kuankheda, Vilaspur, Bareilly area 1.75 hectors.

Further, in addition to our own properties, we have leased or licensed following properties as of the date of this Draft Prospectus:

1. Our Company has set up office and repackaging godown facility for its tea leaves business on property which is on leasehold basis leased situated at Jalakash Compound, 10<sup>th</sup> KM, Rampur Road, Opposite AKC Hyundai Showroom, VPO Nondoshi, Bareilly - 243 052, Uttar Pradesh, India for the period beginning March 5, 2016 up to March 4, 2019.
2. Our registered office is located at A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India which is held by our Company on leasehold basis for the period beginning from February 01, 2015 upto January 31, 2020.

### Intellectual Property

The following are the trademarks/wordmark applied in the name of our Company under The Trademarks Act, 1999:

Sr. No.	Trade Mark	Class	Description of Property	Trade Mark No.	Status of Application
1.		Class 29	Trade Mark – Device - Logo of the Company	3056941	Objected
2.		Class 30	Trade Mark – Device – Logo of the Company	3056942	Objected
3.	LAKSH	Class 29	Trade Mark –Device– Word	3056943	Objected
4.	LAKSH	Class 30	Trade Mark – Device – Word	3056944	Objected

For further details on our use of the “ICL” trademark, refer “Risk Factor - Our application for registration of our trademark and logo “” along with other applications are still pending with the relevant trademark authorities. If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.” on page no. 20.

### Insurance

We currently have insurance policy for Burglary & House Breaking, the details of the same are as follows:

Name of Insurance company	Annual Premium in Rs.	Amount of cover	Nature of cover	Date of Last Renewal	Renewal Date
IFFCO Tokio General Insurance Co. Ltd.	5370.47	27,500,000	Burglary & House Breaking	December 21, 2017	December 20, 2018

## KEY INDUSTRY REGULATIONS AND POLICIES

*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 Statutory Approvals" beginning on page 194 of this Draft Prospectus.*

Following is an overview of some of the important laws and regulations, which are relevant to our business.

### INDUSTRY-SPECIFIC REGULATIONS

#### **Food Safety and Standards Act, 2006 ("FSSA")**

The Food Safety and Standards Act, 2006 (the "FSSA") was enacted on August 23, 2006 with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India (the "Food Authority") for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The Food Authority is required to provide scientific advice and technical support to the Government of India and the state governments in framing the policy and rules relating to food safety and nutrition. The standards prescribed by the FSSAI include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels.

Under section 31 of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators. The enforcement of the FSSA is generally facilitated by 'state commissioners of food safety' and other officials at a local level.

The provisions of the FSSA require every distributor to be able to identify any food article by its manufacturer, and every seller by its distributor that should be registered under the FSSA and every entity in the sector is bound to initiate recall procedures if it finds that the food marketed has violated specified standards. Food business operators are required to ensure that persons in his employment do not suffer from infectious or contagious diseases. The FSSA also imposes liabilities upon manufacturers, packers, wholesalers, distributors and sellers requiring them to ensure that inter alia unsafe and misbranded products are sold or supplied in the market.

The Food Authority has also framed the following food safety and standards regulations:

- Food Safety and Standards (Licensing and Registration of Food Business) Regulations, 2011;
- Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
- Food Safety and Standards (Food Product Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011; and
- Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011.

The FSSAI has also framed the Food Safety and Standards Rules, 2011 (**the "FSSR"**) which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of 'commissioner of food safety', 'the food safety officer' and 'the food analyst' and procedures of taking extracts, seizure, sampling and analysis.

#### **Industrial (Development and Regulation) Act, 1951**

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defence equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those

reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

### **Legal Metrology Act, 2009 ("Legal Metrology Act")**

The Legal Metrology Act, 2009 came into effect on January 14, 2010 and has repealed and replaced the Standard of Weights and Measures Act, 1976 and the Standards of weights and Measures (Enforcement) Act, 1985. 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 incidental thereto. The Legal Metrology Act, inter alia, provides for: (a) approval of model of weight or measure; (b) verification of prescribed weight or measure by Government approved Test Centre; (c) exempting regulation of weight or measure or other goods meant for export; (d) nomination of a Director by a company who will be responsible for complying with the provisions of the enactment; (e) empowering the Central Government to make rules for enforcing the provisions of the enactment; and (f) penalty for offences and compounding of offences.

### **Legal Metrology (Packaged Commodities) Rules, 2011 (the "Packaged Commodities Rules")**

The Packaged Commodities Rules were framed under Section 52(2) (j) and (q) of the Legal Metrology Act and lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A "pre-packaged commodity" means a commodity which without the purchaser being present is placed in a package of a pre- determined quantity. The key provisions of the Packaged Commodities Rules are:

- It is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number bears thereon such declarations and particulars are prescribed;
- All pre-packaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the Legal Metrology Act; and
- No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodities Rules.

### **Laws relating to sale of goods**

The Sale of Goods Act, 1930 (the "Sale of Goods Act") governs contracts relating to sale of goods in India. The Contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

### **The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act")**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

### **Agricultural Produce (Grading and Marketing) Act, 1937 ("Agmark")**

The Directorate of Marketing and Inspection (the "DMI") enforces the Agricultural Produce (Grading and Marketing) Act, 1937. Under this Act Grade standards are prescribed for agricultural and allied commodities. These are known as Agmark' Standards. Grading under the provisions of this Act is voluntary. The DMI enforces the Agricultural Products (Grading and Marketing) Act, 1937. Under this Act, Grade Standards are prescribed for agricultural and allied commodities. These are known as 'Agmark' Standards. Grading under the provisions of this Act is voluntary. Manufacturers who comply with standard laid down by DMI are allowed to use "Agmark" labels on their products.

### **Uttar Pradesh Shops and Commercial Establishments Act, 1962**

The Company has its registered office in the state of Uttar Pradesh. Accordingly the provisions of the Uttar Pradesh Shops and Commercial Establishments Act, 1962 are applicable to the Company. The provisions of the Act regulates the Conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

## **LAWS RELATING TO EMPLOYMENT AND LABOUR**

### **REGULATION GOVERNING LABOUR LAWS**

#### **FACTORIES ACT, 1948 ("FACTORIES ACT")**

The Factories Act seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of workers. It applies to industries in which 10 or more workers are employed on any day of the preceding 12 months in any manufacturing process carried out with the aid of power, or 20 or more than 20 workers are employed in the manufacturing process being carried out without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment, registration and licensing of factories. The Factories Act requires that the occupier of a factory, i.e., the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers especially in respect of safety and proper maintenance of the factory, such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions. The Factories Act also provides for fines to be paid and imprisonment of the manager of the factory in case of any contravention of the provisions of the Factories Act.

#### **CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986**

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

#### **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.

#### **PAYMENT OF GRATUITY ACT, 1972 (Gratuity Act)**

The Payment of Gratuity Act, 1972 ("Act") was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. A terminal Lump sum benefit paid to a worker when he or she leaves employment after having worked for the employer for a prescribed minimum number of years is referred to as "gratuity." The provisions of the Act are applicable to all the factories. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A and thereafter whenever there is any change in the name, address or change in the nature of the business of the establishment a notice in Form B has to be filed with the authority. The Employer is also required to display an abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

### **PAYMENT OF BONUS ACT, 1965 (POB Act)**

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also require for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

### **WORKMEN'S COMPENSATION ACT 1923 (WCA)**

This Act came into force on 1st April, 1924. It aims at providing financial protection to workmen and their dependants in case of accidental injury by means of payment of compensation by the employers. However, here the employer shall not be liable in respect of any injury that does not result in the total or partial disablement of the workmen for a period exceeding 3 days in respect of any injury not resulting in death, caused by an accident which was due to the reason that workman was under the influence of drugs, or due to his wilful disobedience of an order expressly given to him, or a wilful removal or disregard of any safety device by the workmen, or when the employee has contracted a disease which is not directly attributable to a specific injury caused by the accident or to the occupation.

### **EMPLOYEES STATE INSURANCE ACT, 1948 (ESI Act)**

The promulgation of Employees' State Insurance Act, 1948(ESI Act), by the Parliament was the first major legislation on social Security for workers in independent India. It was a time when the industry was still in a nascent stage and the country was heavily dependent on an assortment of imported goods from the developed or fast developing countries. The deployment of manpower in manufacturing processes was limited to a few select industries such as jute, textile, chemicals etc. The legislation on creation and development of a fool proof multidimensional Social Security system, when the country's economy was in a very fledgling state was obviously a remarkable gesture towards the socio economic amelioration of a workforce though limited in number and geographic distribution. India, notwithstanding, thus, took the lead in providing organized social protection to the working class through statutory provisions.

The ESI Act, 1948, encompasses certain health related eventualities that the workers are generally exposed to such as sickness, maternity, temporary or permanent disablement, Occupational disease or death due to employment injury, resulting in loss of wages or earning capacity-total or partial. Social security provision made in the Act to counterbalance or negate the resulting physical or financial distress in such contingencies, are thus, aimed at upholding human dignity in times of crises through protection from deprivation, destitution and social degradation while enabling the society the retention and continuity of a socially useful and productive manpower.

### **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.

### **CONTRACT LABOUR (REGULATION AND ABOLITION) ACT, 1970**

The purpose of Contract Labour (Regulation and Abolition) Act, 1970 is to regulate the employment of contract labour in certain establishments to provide for its abolition and certain circumstances and for matters connected herewith. Engaging 'workmen' through a third party contractor to undertake specific tasks in connection with the work of any establishment, is regulated by the Contract Labour (Regulation and Abolition) Act, 1970, as amended from time to time. The CLRA Act applies to an establishment in which 20 or more (50 or more in Uttar Pradesh) 'workmen' are or were employed on any day in the preceding 12 months as contract labour. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, restrooms, drinking water, washing facilities, first aid and other facilities. In case the contractor fails to provide these amenities, the principal employer is under the obligation to provide the

amenities. The appropriate government has the power under the CLRA Act to prohibit organisations/industries from engaging contract labour. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

#### **THE EMPLOYEES PENSION SCHEME, 1995**

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

#### **MINIMUM WAGES ACT, 1948**

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

#### **MATERNITY BENEFIT ACT, 1961 (MB ACT)**

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The MB Act, as amended from time to time entitles a woman employee who has been in employment with the employer for 80 days in the 12 months immediately preceding her delivery to maternity leave of 12 weeks, of which not more than 6 weeks can precede the date of her delivery. The MB Act further provides for (i) paid leave of 6 (six) weeks for miscarriage or medical termination of pregnancy; (ii) paid leave of 2 (two) weeks following the date of tubectomy operation; (iii) 1 (one) month's paid leave on account of any illness occurred after pregnancy, delivery, miscarriage, medical termination of pregnancy or tubectomy operation; and (iv) medical bonus of Rs. 3,500 (Rupees three thousand five hundred) from the employer if no pre-natal confinement or post-natal care is provided by the employer free of charge. The Lok Sabha passed the Maternity Benefit (Amendment) Act, 2016 ("Amendment"), which has received presidential assent and will come into force when notified, by the Central Government, in the official gazette. The Amendment seeks to increase paid maternity leave from 12 (Twelve) weeks to 26 (Twenty Six) weeks for women having two surviving children and provides for 12 (Twelve) weeks maternity leave for women having more than two children. The Amendment also provides for paid leave of 12 (Twelve) weeks for commissioning mothers (in case of surrogacy) and adopting mothers who legally adopt a child below the age of three months. The Amendment also envisages a 'work from home' option for women after the period of maternity leave depending on the nature of work and on certain mutually agreed terms and conditions between the employer and the woman. The Amendment mandates employers employing more than 50 (Fifty) employees in an establishment to provide crèche facilities where women are allowed to visit four times in a day.

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

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

#### **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWWA")**

The SHWWA has been introduced in 2013 to combat and redress the issue of workplace sexual harassment. SHWWA requires every employer having 10 or more employees (defined to include workers engaged through a contractor) to set up an internal complaints committee ("ICC") to receive, investigate and redress grievances of workplace sexual harassment in a confidential and time bound manner. SHWWA also prescribes the constitution and quorum for the ICC, process and timelines for the inquiry and obligations of the employer and ICC.

## **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. The Trademark (Amendment) Act, 2010 allows Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. The Trademark (Amendment) Act, 2010 has been enacted to amend the Trademark Act, which enables Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other jurisdictions. The amendment also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.

### **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 DESIGNS ACT, 2000 ("DESIGNS ACT")**

The Designs Act protects any visual design of objects that are not purely utilitarian. An industrial design consists of the creation of a shape, configuration or composition of pattern or colour, or combination of pattern and colour in three-dimensional form containing aesthetic value. It provides an exclusive right to apply a design to any article in any class in which the design is registered.

### **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 immovable 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.

### **INDIAN EASEMENTS ACT, 1882**

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Indian Easements Act, 1882, a license is defined as a right to use property without any interest in favour of the lessee. The period and incident may be revoked may be provided in the license agreement entered in between the licensee and the licensor.

## **TAXATION & DUTY 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.

### **GOODS AND SERVICE TAX (GST)**

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling. It is applicable on all goods except for alcohol for human consumption and five petroleum products.

Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products. The rate of tax for CGST and SGST/UTGST shall not exceed –

- a. 2.5% in case of restaurants etc.
- b. 1% of the turnover in state/UT in case of manufacturer
- c. 0.5% of the turnover in state/ UT in case of other supplier

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location in a state, a separate application will be made for registration of each and every location. The registered assesses are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

## **OTHER IMPORTANT LAWS**

### **THE COMPANIES ACT, 2013**

The Companies Act, 2013, has been introduced to Replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 notified 100 Sections and on March 26, 2014 notified 183 Sections of the Companies Act, 2013. The same are applicable from September 12, 2013 and April 01, 2014, respectively. The Ministry of Corporate Affairs has issued the rules and new improved e-forms complementary to the Act establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Act.

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

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 of Issue of Security by a person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

### **THE ARBITRATION AND CONCILIATION ACT, 1996**

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimize the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

**APPRENTICES ACT, 1961**

The Apprentices Act was enacted in 1961 for imparting training to apprentices i.e. a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Every employer shall make suitable arrangements in his workshop for imparting a course of practical training to every apprentice engaged by him in accordance with the programme approved by the apprenticeship adviser. The central apprenticeship adviser or any other person not below the rank of an assistant apprenticeship adviser shall be given all reasonable facilities for access to each apprentice with a view to test his work and to ensure that the practical training is being imparted in accordance with the approved programme.

**THE FOREIGN TRADE (DEVELOPMENT & REGULATION) ACT, 1992**

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto.

**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.

**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.

**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.

## **ENVIRONMENTAL LAWS**

### **The Environment Protection Act, 1986 (“Environment Protection Act”)**

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

### **Air (Prevention and Control of Pollution) Act, 1981**

Air (Prevention and Control of Pollution) Act 1981(—the ActII) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

### **Water (Prevention and Control of Pollution) Act, 1974**

The Water (Prevention and Control of Pollution) Act 1974 (—the ActII) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

### **National Environmental Policy, 2006**

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

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

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Kanpur, Uttar Pradesh dated September 7, 2012 with the name & style of 'ICL Infradevelopers Private Limited'. Subsequently the name of our Company was changed to 'ICL Multitrading India Private Limited' and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on September 30, 2013. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on November 20, 2017 and consequently, the name of our Company was changed to 'ICL Multitrading India Limited' and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on December 8, 2017. Our corporate identification number is U74992UP2012PLC052404.

#### **CHANGES IN OUR REGISTERED OFFICE SINCE INCORPORATION:**

At the time of Incorporation, the registered office of the Company was situated at 41-C, Gandhi Nagar, Opposite Pancham MRI Center, Bareilly, Uttar Pradesh, India 243122

Subsequently with effect from August 08, 2015 the company changed its registered office from 41-C, Gandhi Nagar, Opposite Pancham MRI Center, Bareilly, Uttar Pradesh, India 243122 to Lakri Fazalpur, Delhi Road, Moradabad, Uttar Pradesh 241001.

Later on with effect from 12/08/2015, the Company changed its registered office from Lakri Fazalpur, Delhi Road, Moradabad, Uttar Pradesh 241001 to A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India.

As on the date of this Draft Prospectus, the Registered Office of the Company is situated at A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India.

#### **Alteration in the Memorandum of Association of the Issuer Company:**

The following changes have been made in the Memorandum of Association of our Company since inception:

Date of Shareholders' Resolution	Nature of Amendment
September 24, 2013	Name of our Company was changed from "ICL Infradevelopers Private Limited" to "ICL Multitrading India Private Limited" and a fresh certificate of incorporation was issued pursuant to change of name on September 30, 2013
	<p>The then existing clauses 1 &amp; 2 of main objects were substituted by the following new clauses numbered as 1, 2, 3 and 4 of the Main Objects mentioned at Clause III (A):</p> <p>1. To carry on the business of all kinds of dairy farming, animal husbandry, breeding of mammals (e.g. Cow, Buffalos) and producing, preserving and dealing in all kinds of product of such business and in particular, milk, ghee, paneer, cream, ice-cream and other milk products its by-products and cultivate/ produce organic products like vegetable or fruit products, food items, vegetable oils, oil cakes and by products thereof and to carry on the activities of land development and other activities associated with the farming interests.</p>

	<p>2. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of health and herbal products such as dietary supplement products, medicinal preparations, mineral waters, soups, soaps, face pack, face or body lotions, tablets, capsules, syrups, ointments.</p> <p>3. To purchase, acquire, take on lease or in exchange or in any other lawful manner hold, possess, take over and to deal in land, houses, farm houses, buildings and premises and other property of any tenure and any interest therein and dispose of or maintain the same and to build township, market, flats, or other building residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences and to deal with the same in any manner what so ever.</p> <p>4. To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockiest, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.</p>
March 28, 2016	<p>Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital from 1,00,000 consisting of 10,000 Equity shares of 10.00 each to 2,00,00,000 consisting of 20,00,000 equity shares of 10.00 each.</p> <p>The object clause and liability clause of the Memorandum of Association was amended to make it in compliance with the Companies Act, 2013.</p> <p>To amend the title of Incidental Object Clause of Memorandum of Association &amp; replaced it with Matters which are necessary for furtherance of the main object specified in clause III (A)</p> <p>Deletion of Other object clause of Memorandum of Association.</p> <p>Amendment in the Liability clause of Memorandum of Association of the Company and replaced with the following:</p> <p>Clause IV- The Liability of the members is limited and this liability is limited to the amount unpaid on shares held by them.</p>
July 04, 2016	<p>Insertion of following clauses as 5 and 6 after clause 4 of the Main Objects at Clause III (A):</p> <p>1. To provide services relating to advertising and marketing activities like display of banners, hoardings, Kiosks, stalls, real time marketing services, printing advertisements, media advertisements (both indoor and outdoor) and all such media and marketing services.</p> <p>2. To carry on and engage into the business of providing consultancy, advisory, retainer-ship and legal services or Conducting Research or feasibility or credit appraisal studies in the areas of Project Management, Management Consultancy, Legal, Accounting and Financial Management, investment consultancy, Securities and Capital &amp; Commodities Market,</p>

	Security Research Analysis, Strategic Planning & management, Foreign Exchange Merger, Merger and Amalgamations, Corporate Takeovers, conducting various audits and to advice on all matters relating to Promotion, Financing, Planning, Sale, Purchase, Market Research, Taxation, Management and administration of all business. 3.
February 27, 2017	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital from 2,00,00,000 consisting of 20,00,000 equity shares of 10.00 each to 3,50,00,000 consisting of 35,00,000 equity shares of 10.00 each
November 10, 2017	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital from 3,50,00,000 consisting of 35,00,000 equity shares of 10.00 each to 7,00,00,000 consisting of 70,00,000 equity shares of 10.00 each
November 20, 2017	Our Company was converted into a public limited company vide a fresh Certificate of Incorporation dated December 8, 2017, issued by the Registrar of Companies, Kanpur, Uttar Pradesh and consequently the name of our Company was changed to "ICL Multitrading India Limited"

### **Main Objects of our Company:**

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

1. To carry on the business of all kinds of dairy farming, animal husbandry, breeding of mammals (e.g. Cow, Buffalos) and producing, preserving and dealing in all kinds of product of such business and in particular, milk, ghee, paneer, cream, ice-cream and other milk products its by-products and cultivate/ produce organic products like vegetable or fruit products, food items, vegetable oils, oil cakes and by products thereof and to carry on the activities of land development and other activities associated with the farming interests.
2. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of health and herbal products such as dietary supplement products, medicinal preparations, mineral waters, soups, soaps, face pack, face or body lotions, tablets, capsules, syrups, ointments.
3. To purchase, acquire, take on lease or in exchange or in any other lawful manner hold, possess, take over and to deal in land, houses, farm houses, buildings and premises and other property of any tenure and any interest therein and dispose of or maintain the same and to build township, market, flats, or other building residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences and to deal with the same in any manner whatsoever.
4. To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockiest, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fibre by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.
5. To provide services relating to advertising and marketing activities like display of banners, hoardings, Kiosks, stalls, real time marketing services, printing advertisements, media advertisements (both indoor and outdoor), electronics and all such media and marketing services.
6. To carry on and engage into the business of providing consultancy, advisory, retainer-ship and legal services or Conducting Research or feasibility or credit appraisal studies in the areas of Project Management, Management Consultancy, Legal, Accounting and Financial Management, investment consultancy, Securities and Capital & Commodities Market, Security Research Analysis, Strategic

Planning & management, Foreign Exchange Merger, Merger and Amalgamations, Corporate Takeovers, conducting various audits and to advice on all matters relating to Promotion, Financing, Planning, Sale, Purchase, Market Research, Taxation, Management and administration of all business.”

The main object as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out as well as to carry on the activities for which the funds are being raised in the Issue.

### Major Events and Milestones

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Event
2012	Incorporation of our Company
2014	Our Promoter Roop Kishore Gola received 'Pride of Rohilkand Award' from Dr. Arun Kumar in Bareilly.
	Our Promoter Roop Kishore Gola received 'Best Entrepreneur Award' from Mr. Kalraj Mishra (Hon'ble Cabinet Minister Govt. of India) in Jaipur.
	Our Promoter Roop Kishore Gola received 'Best Entrepreneur Award' from Mr. Harish Rawat (Hon'ble Chief Minister) in Dehradun.
2015	Our Promoter Roop Kishore Gola received Hindustan Achievers Award.
	Our Promoter Roop Kishore Gola received 'Best Entrepreneur Award' from Mr. Ram Naik (Hon'ble Excellency) in Lucknow.
2017	Our Company ICL Multitrading India Private Limited has acquired 8,500 shares of Maagh Advertising and Marketing Services Private Limited.
	Our Company through Maagh Advertising and Marketing Services Private Limited acquired Control in RMB Tradelinks Private Limited.
	Our Company was converted into a public limited company and name of Company was changed from "ICL Multitrading India Private Limited" to "ICL Multitrading India Limited".

### Other Details regarding our Company

For details of our Company's corporate profile, business, marketing, the description of our activities, products and services, market segment, the growth of our Company, technology, market, major suppliers, major customers and geographical segment, refer "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 88 and 181, respectively.

For details of the management of our Company and its managerial competence, refer "Our Management" on page 113.

### Revaluation of Assets

Our Company has re-valued the land during FY ended 2016 worth Rs. 342,352,880.00. Further as on date of filing of draft prospectus with NSE Emerge the Company has same amount as mentioned above in revaluation of land.

As required under SEBI ICDR Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

### Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, refer "Capital Structure" and "Financial Indebtedness" on pages 57 and 189 respectively.

## **Injunctions or restraining order against Our Company**

There are no injunctions or restraining orders against our Company.

## **Changes in the Activities of Our Company during the last five years**

On 24<sup>th</sup> day of September, 2013 the Company has changed its object clauses of Memorandum of Association as mentioned in History and Certain Corporate Matters on page no 107 of draft prospectus. Though the business activity of the company changed in the last five years and it impacts in positive way to increase the revenues of the Company due to such change and it further helps the company to diversify its Business.

Other than as mentioned above in 'History and Certain Corporate Matters' beginning on page 107, there has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar factors in the last five years

## **Changes in the Management**

For details of change in Management, please see chapter titled — Our Management on page no 113 of the Draft Prospectus.

## **Defaults or rescheduling of borrowings from financial institutions / banks and conversion of loans into equity.**

No defaults have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, refer "Financial Indebtedness" on page 189. Further, the Company has converted loan of Rs. 21,035,000.00/ (Two Crore Ten Lakh Thirty Five Thousand only) into 2,103,500 equity shares having face value of Rs. 10/- (Rs Ten only).

## **Lock outs and strikes**

There have been no lock outs or strikes in our Company since its incorporation.

## **Time and cost overruns**

Our Company has not experienced any time or cost overruns.

## **Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets**

On 1<sup>st</sup> day of April 2016 Our Company has purchased 8,500 equity shares of Maagh Advertising & Marketing Services Private Limited and it become subsidiary of ICL Multitrading India Limited.

Further as on the date of filing of draft prospectus with NSE emerge the Company has re-valued its land worth Rs. 342,352,880.00

Other then mentioned above Our Company has not acquired any business or undertaking, and has not undertaken any merger, amalgamation, or re-valued its assets.

## **Holding Company of our Company**

As of the date of Draft Prospectus, our Company is not a subsidiary of any Company.

## **Subsidiary of our Company**

As of the date of Draft Prospectus, our Company has following subsidiaries:

- Maagh Advertising and Marketing Services Private Limited.
- RMB Tradelinks Private Limited.

**Collaboration Agreements**

As on the date of Draft Prospectus, our Company is not a party to any collaboration agreements.

**Shareholders' Agreements**

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

**Material Agreements**

Our Company has entered certain material contacts in the ordinary course of business before the filing of the Draft Prospectus.

**Strategic and Financial Partners**

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

**Number of Shareholders**

Our Company has 7 (Seven) shareholders on date of the Draft Prospectus.

## OUR MANAGEMENT

### Board of Directors

Subject to the provision of Section 149 of Companies Act 2013 Our Company is required to have not less than 3 (three) directors and not more than 15 (fifteen) directors on the board, 2013. We currently have 6 (six) Directors on our Board. Out of Six (6) Directors; 2 (two) are executive directors & remaining 4 (four) are non-executive directors, the detailed composition are as follows:

S.N.	Name	DIN	Category	Designation
1.	Roop Kishore Gola	02456413	Executive	Managing Director
2.	Avadhesh Kumar Gola	03551615	Executive	Whole Time Director
3.	Jitendra Kumar Gupta	07323379	Non-Executive	Non-Independent Director
4.	Brij Bhushan Sharma	07148009	Non-Executive	Independent Director
5.	Nilisha Chaudhary	07934315	Non-Executive	Independent Director
6.	Pankaj Kumar Jha	08026198	Non-Executive	Independent Director

The following table sets forth the details regarding the Board of Directors as on the date of filing of this Draft Prospectus.

S.N.	Particulars	Details
<b>1.</b>	<b>Name</b>	<b>Roop Kishore Gola</b>
	Father's Name	Shri. Natthu Lal Gola
	Address	41-C Kumar Kutter, Gandhi Nagar, Opp. Pancham MRI & Diagnostic Center, Bareilly – 243 100, Uttar Pradesh, India.
	Age	43 Years
	Designation	Managing Director & Chairman
	Status	Executive Director
	DIN	02456413
	Occupation	Business
	Nationality	Indian
	Qualification	Master of Business Administration (Marketing)
	No. of Years of Experience	6 years
	Date of Appointment & Term	Initial: Appointed as First Director of the Company on 07-09-2012 Present: Re-Appointed as Managing Director w.e.f. 19-12-2017 Term: 3 Year from the date of re-appointment
Directorship in other Companies	<ul style="list-style-type: none"> <li>• Kundles Motor Finance Private Limited</li> <li>• Sumanglam Property Developers Private Limited</li> <li>• ICL Organic Dairy Products Private Limited</li> <li>• Gwet Cold Chain Private Limited</li> <li>• ICLFinancials IMF Private Limited</li> <li>• ICL Entertainment Private Limited</li> </ul>	
<b>2.</b>	<b>Name</b>	<b>Mr. Avadhesh Kumar Gola</b>
	Father's Name	Shri. Nathu Lal Gola
	Address	41-C Kumar Kutter, Gandhi Nagar, Opp. Pancham MRI & Diagnostic Center, Bareilly – 243 100, Uttar Pradesh, India.
	Age	30 Years
	Designation	Whole Time Director
	Status	Executive Director
	DIN	03551615
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Arts
	No. of Years of Experience	6 years
	Date of Appointment & Term	Initial: Appointed as Director of the Company on 07-09-2012 Present: Appointed as Whole Time Director w.e.f. 19-12-2017 Term: 3 Year from the date of re-appointment

	Directorship in other Companies	<ul style="list-style-type: none"> <li>• Kundles Motor Finance Private Limited</li> <li>• Sumanglam Property Developers Private Limited</li> <li>• ICL Organic Dairy Products Private Limited</li> <li>• ICLKaushal Vikash Services Private Limited</li> <li>• ICLFinancials IMF Private Limited</li> <li>• ICL Entertainment Private Limited</li> </ul>
<b>3.</b>	<b>Name</b>	<b>Mr. Jitendra Kumar Gupta</b>
	Father's Name	Shri Jagdish Saran Gupta
	Address	16/246, Ashok Nagar, Madhi Nath, Bareilly, U. P. 243001
	Age	40 Years
	Designation	Director
	Status	Non Executive Non-Independent Director
	DIN	07323379
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Arts
	No. of Years of Experience	2 Years of Experience in the field of Micro Finance Activities
	Date of Appointment & Term	Present: Appointed as the Non- Executive Non-Independent Director w.e.f from 04-09-2017 Term: 1 Year from the date appointment (Liable to retire by rotation)
	Directorship in other Companies	ICL MICRO FINANCE FOUNDATION
<b>4.</b>	<b>Name</b>	<b>Brij Bhushan Sharma</b>
	Father's Name	Shri Ram Sharma Kewal
	Address	Village- Khudavo, Anchal- Obara Aurangabad Bihar India 824124
	Age	39 Years
	Designation	Director
	Status	Non Executive Non Independent Director
	DIN	07148009
	Occupation	Professional
	Nationality	Indian
	Qualification	Chartered Accountant
	No. of Years of Experience	9 Years Of Experience In Taxation & Accounting
	Date of Appointment & Term	15-12-2017 Term: 2 Year from the date appointment
	Directorship in other Companies	Inplan Projects India Private Limited
<b>5.</b>	<b>Name</b>	<b>Ms. Nilisha Chaudhary</b>
	Father's Name	Shri Anil Chaudhary
	Address	96 Sukhimal Dasna Gate Ghaziabad Uttar Pradesh 201001
	Age	23 Years
	Designation	Director
	Status	Independent Director
	DIN	07934315
	Occupation	Business
	Nationality	Indian
	Qualification	
	No. of Years of Experience	No past experience, initially appointed as director in ICL Multitrading India Limited
	Date of Appointment & Term	04-09-2017 Term: 1 Year from the date of appointment
	Directorship in other Companies	NIL

<b>6.</b>	<b>Name</b>	<b>Pankaj Kumar Jha</b>
	Father's Name	Shri Mohar Jha
	Address	331/2C Vasundhra, Ghaziabad, Uttar Pradesh, India 201012
	Age	30
	Designation	Director
	Status	Independent Director
	DIN	08026198
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Commerce from Delhi University
	No. of Years of Experience	6 Years of Experience as Finance Manager
	Date of Appointment & Term	15-12-2017 Term: 2 Year from the date appointment
	Directorship in other Companies	Brainers Commercial Private Limited

### Brief Profile of our Directors

**Roop Kishore Gola**, aged 43 years, is a Promoter, Chairman and Managing Director of our Company. He holds a Master's Degree in Business Administration (Marketing) and a Bachelor's degree in Business Administration from Monad University, Uttar Pradesh, India. He has experience of over 6 years in business development and strategizing. He is responsible for the overall strategic decision making of our Company and provides leadership to all operations. He has been on our Board since the incorporation of our Company.

**Avadhesh Kumar Gola**, aged 30 years, is a Promoter, Whole Time Director and Chief Financial Officer of our Company. He holds a Master's Degree in Arts and a Bachelor's Degree in Arts from Mahatma Jyotiba Phule Rohilkhand University, Bareilly. He has experience of over 6 years in the field of finance and administration, accountancy, sales and computer operations. He is responsible for all the financial and administration activities of our Company. He has been on our Board since the incorporation of our Company.

**Jitendra Kumar Gupta**, aged 40 years, is a Non-Executive, Non-Independent Director of our Company. He holds a Bachelor's Degree in Arts from Mahatma Jyotiba Phule Rohilkhand University, Bareilly. He has experience of over 2 years in strategic planning, curriculum development and management skills. He has been on our Board since September 4, 2017.

**Nilisha Chaudhary**, aged 23 years, is an Independent Director of our Company. She holds a Bachelor's Degree in Business Administration from Ch. Charan Singh University, Meerut. She has experience of over a year in Strategic Planning, Leadership, Management and Curriculum Development skills. She has been on our Board since September 4, 2017.

**Brij Bhushan Sharma**, aged 39 years, is an Independent Director of our Company. He is a Practicing Chartered Accountant holding a Certificate of Practice from the Institute of Chartered Accountants of India. He has experience of over 9 years as a Practicing Chartered Accountant. He has been on our Board since September 15, 2017.

**Pankaj Kumar Jha**, aged 30 years, is an Independent Director of our Company. He holds a Bachelor's Degree in Commerce from University of Delhi. He has experience of over 6 years in the fields of accounts and finance, Taxation and Audit.

### Further Confirmations:

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.

- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is categorized or are on the RBI List of willful defaulters.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company which has been or was delisted from any recognised stock exchange in India during the term of their directorship in such company.
- None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

No proceedings/ investigations have been initiated by SEBI against any company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or Otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company

#### Relationship between our Directors

None of our directors are related to each other. Except for the ones mentioned below:

Sr. No.	Name of the Director	Related To	Nature of Relationship
1.	Roop Kishore Gola	Avadhesh Kumar Gola	Brothers

#### Compensation/Remuneration/Commission paid to our Directors

Set forth below is the gross remuneration paid by our Company to our Directors in Financial Year 2017-18:

Sr. No.	Name of Director	Remuneration paid in 2017-18 (Amount in lakhs)
1.	Roop Kishore Gola	8.50
2.	Avadhesh Kumar Gola	7.50
	<b>Total</b>	<b>16.00</b>

Terms and conditions of employment of our Managing Director and Executive Directors are as follows:

**Mr. Roop Kishore Gola**, was appointed as the Managing Director of our Company vide resolution dated December 19, 2017 passed at the meeting of Board of Directors of our Company for a period of three years commencing from December 19, 2017. The significant terms of his employment are as below:

<b>Salary</b>	Basic Salary of Rs. 150,000 per month.
<b>Term</b>	Appointed as Managing Director for the period of three years, w.e.f. December 19, 2017 up to December 18, 2020.
<b>Remuneration in the event of loss or inadequacy of profits</b>	In the event of inadequacy or absence of profits in any financial years during his tenure the managing director will be entitled for the above remuneration along with the perquisites/ benefits mentioned in the said board resolution dated December 19, 2017.

**Avadhesh Kumar Gola**, was appointed as a Director of our Company since incorporation. He has been appointed as Whole-time Director of our Company vide resolution dated December 19, 2017 passed at the meeting of Board of Directors and special resolution dated December 19, 2017 passed at the meeting of the shareholders of our Company for a period of three years commencing from December 19, 2017. The significant terms of his employment are as below:

<b>Salary</b>	Basic Salary of Rs. 100,000 per month
<b>Term</b>	Appointed as Whole-time Director for the period of three years, w.e.f. December 19, 2017 up to December 18, 2020.
<b>Remuneration in the event of loss or inadequacy of profits</b>	In the event of inadequacy or absence of profits in any financial years during his tenure the whole-time director will be entitled for the above remuneration along with the perquisites/benefits mentioned in the said board resolution dated December 19, 2017.

#### **Remuneration details of our Non-Executive and Independent Directors**

Pursuant to a resolution of our Board dated December 15, 2017 our Non-Executive and Independent Directors are entitled to receive sitting fees of 5,000/- (Rupees Five Thousand only) for attending each of the meeting of our Board of Directors and 5,000/- (Rupees Five Thousand only) for attending each of the meeting of the committees of our Board of Directors.

Further during the Fiscal year 2017-18, our Independent Directors were not paid any sitting fees.

#### **Borrowing Powers of our Board**

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their extra ordinary general meeting held on December 19, 2017 our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed 500,000,000/- (Rupees Fifty Crores Only) in excess of its paid up capital and free reserves which may have not been set apart for any purpose

#### **Corporate Governance**

The provisions of the SEBI (LODR) Regulations with respect to corporate governance will also be applicable to our Company immediately upon the listing of our Equity Shares with the EMERGE Platform of the NSE. Our Company is in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our shareholders, emphasis on communication and transparent reporting. Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions.

#### **Committees of our Board:**

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

##### **1. Audit Committee**

Our Audit Committee was constituted pursuant to a resolution of our Board of Directors dated December 18, 2017. Our Audit Committee comprises:

<b>Name of Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Brij Bhushan Sharma	Chairman	Independent Director
Roop Kishore Gola	Member	Managing Director
Nilisha Chaudhary	Member	Independent Director

Ms. Amrita Singh, Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

## A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

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

## B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause © of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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 / Draft 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;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;

## 2. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated December 18, 2017. The Stakeholders' Relationship Committee comprises:

<b>Name of Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Pankaj Kumar Jha	Chairman	Independent Director
Nilisha Chaudhary	Member	Independent Director
Roop Kishore Gola	Member	Managing Director

Ms. Amrita Singh Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee. Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.

### 3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board pursuant to resolution dated December 18, 2017. The scope and function of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee currently comprise:

Name of Director	Status in Committee	Nature of Directorship
Nilisha Chaudhary	Chairman	Independent Director
Brij Bhushan Sharma	Member	Independent Director
Pankaj Kumar Jha	Member	Independent Director

Ms. Amrita Singh, Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee. Set forth below are the terms of reference of our Nomination and Remuneration Committee.

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees. While formulating such policy, the Nomination and Remuneration Committee shall ensure that, (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

### Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares. As on date of the Draft Prospectus, our Directors hold the following number of Equity Shares of our Company:

Name of Directors	Number of Equity Shares Held (Pre-Issue)	Percentage of pre- Issue capital
Roop Kishore Gola	770,420	15.84
Avadhesh Kumar Gola	7,560	0.16
<b>Total</b>	<b>777,980</b>	<b>16.00</b>

### Interest of our Directors

Our Chairman and Managing Director and Whole-time Director may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details refer “-Terms and conditions of employment of our Managing Director and Whole-time Director” above. Further, all our Non-executive and Independent Directors may be interested to the extent of setting fees payable to them for attending meetings of the Board of Directors or a committee thereof.

Further, except as disclosed under “Shareholding of Directors in our Company” above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by the irrelative or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue. Further, our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Our Chairman and Managing Director Roop Kishore Gola, and Whole-time Director Avadhesh Kumar Gola may be interested to the extent our Company is promoted by them. For details, refer “History and Certain Other Corporate Matters” on page no. 107

None of our Directors have any interest in any property acquired by our Company within two years of the date of the Draft Prospectus or proposed to be acquired by it or in any transaction in acquisition of land, construction of building and supply of machinery etc.

Further, our Directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, refer “Financial Statements” on page no. 141.

As on the date of the Draft Prospectus, our Chairman and Managing Director Roop Kishore Gola and Whole-time Director Avadhesh Kumar Gola may be interested to the extent of mortgaging their personal properties and giving personal guarantees as security in relation to certain loans availed by our Company. For further details, refer “Financial Statements” and “Financial Indebtedness” on pages no 141 and 189 respectively.

Other than as stated above and except as stated in the chapters “Financial Statements” and in “Our Promoters and Promoter Group” on pages no. 141 and 124 our Directors do not have any other interest in the business of our Company.

### Appointment of relatives of Directors to any office or place of profit

Except as disclosed in the Draft Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

### Bonus or Profit Sharing Plan for our Directors

None of our Directors are a party to any bonus or profit sharing plan.

### Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years

Name of Director	Date of appointment / Change in designation	Date of cessation	Reason
Priyank Agarwal	September 04, 2017	December 12, 2017	Resignation as an Independent Director.
Nilisha Chaudhary	September 04, 2017	-	Appointment as an Independent Director

Jitendra Kumar Gupta	September 04, 2017	-	Appointment as a Non-Executive Non-Independent Director
Brij Bhushan Sharma	September 15, 2017	-	Appointment as an Independent Director
Pankaj Kumar Jha	September 15, 2017	-	Appointment as an Independent Director

**ORGANIZATION STRUCTURE:**



## **OTHER KEY MANAGERIAL PERSONNEL**

Set forth below are the details of our key managerial personnel in addition to our Managing Director, Whole Time Directors as on the date of the Draft Prospectus. For details of our Managing Director, Whole-time Directors and Non-executive Directors refer "Our Management" on page no. 113

Madhukar Singh aged 34 years is the Finance Manager of our Company. He holds a Bachelor's Degree in Commerce from Mahatama Jyotiba Phule Rohilkhand University, Bareilly. He has over 8 years of experience in fields of Commercial Operation, Account & Finance, Auditing & Taxation, MIS, Exports Management and export document negotiation. He has been with our Company since July 10, 2017. Since he is associated with our Company from July 10, 2017 he did not receive any remuneration in the fiscal year ended March 31, 2017.

Nandan Kumar aged 39 years, is the Marketing Head of our Company. He holds a Post Graduate Diploma in Management from Institute of Management Education, Ghaziabad and a Bachelor's Degree in Commerce from University of Delhi. He has over 10 years of experience in the field of marketing. He has been with our Company since December 15, 2015. In the fiscal year ended March 31, 2017 he received gross remuneration of 3.75 lakhs.

Madhav Kumar aged 24 years, is the Production Head of our Company. He holds a Bachelor's degree in Technology (Computer Science & Engineering) from Uttar Pradesh technical University. He has experience of over a year as a Senior Developer in Department of Information Technology. He has been associated with our Company since February 1, 2018. Since he is associated with our Company from February 1, 2018 he did not receive any remuneration in the fiscal year ended March 31, 2017.

Nitish Kumar Mishra aged 27 years is the IT Head of our Company. He holds Bachelor's Degree of technology in Computer Science & Engineering from Uttar Pradesh Technical University. He has over 4 years of experience in the field of Codeigniter, Open Cart and Configuration of E-commerce website with CRM & CMS development. He has been with our Company since March 1, 2017. In the fiscal year ended March 31, 2017 he received gross remuneration of Rs 0.40 lakhs.

Amrita Singh, aged 23 years, is the whole time Company Secretary of our Company. She holds a Bachelor's degree in Commerce from Varanasi University. She is a qualified Company Secretary and a member of the Institute of Company Secretaries of India. She does not have any prior work experience as she qualified in 2017. She has been associated with our Company since December 19, 2017. She is currently responsible for the secretarial and legal compliances and matters related thereto of our Company.

### **Shareholding of KMP**

Except as disclosed in the Draft Prospectus, none of the above mentioned key managerial personnel hold any Equity Shares in our Company. For details of shareholding of our Directors and Key Managerial Personnel, refer "Capital Structure" on page no 57.

### **Status of Key Managerial Personnel**

All our key managerial personnel are permanent employees of our Company.

### **Nature of family relationship**

None of the above mentioned key managerial personnel are related to each other and neither are they related to our Promoters or Directors.

### **Bonus or Profit Sharing Plan for our Key Managerial Personnel**

As on the date of this Draft Prospectus our Company does not have any performance linked bonus or profit sharing plan with any of our key managerial personnel except with Sudipta Kumar Biswas, Chief Executive Officer of the Company & term of remuneration is as follows:

The annual salary shall be payable to Mr. Sudipta Kumar Biswas amounting to Rs 24.00 Lakh per annum (Twenty Four Lakhs only) payable in equal monthly instalments and apart from salary, the CEO shall be entitled to 50% hike in salary after completion of Initial Public Issue.

Further he shall also entitled to receive 1% incentive on each five crore above 30 Crore of turnover on quarterly basis.

### Loans to Key Managerial Personnel

Except as provided in financial statement on page no. 141, there is no loan outstanding against key managerial personnel as on date of this Draft Prospectus.

### Interest of Key Managerial Personnel

The key managerial personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business. The key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any.

None of the key managerial personnel has been paid any consideration of any nature from our Company, other than their remuneration.

### Employees Stock Option Scheme

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of the Draft Prospectus.

### Payment or Benefit to officers of our Company

Except as stated in the Draft Prospectus and any statutory payments made by our Company, amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the section "Financial Statements" on page no 141, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors or our Promoters.

### Arrangements and Understanding with Major Shareholders

None of our key managerial personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, refer "History and Certain Other Corporate Matters" on page no. 107.

### Changes in our Company's Key Managerial Personnel during the last three years

Except as disclosed below, there have been no changes in our Key Managerial Personnel during the last three years

Name	Date of appointment	Date of cessation	Reason
Avadhesh Kumar Gola	December 19, 2017	-	Appointed as Chief Financial Officer
Madhukar Singh	July 10, 2017	-	Appointed as Finance Manager
Madhav Kumar	February 1, 2018	-	Appointed as Production Head
Amrita Singh	December 19, 2017	-	Appointed as Company Secretary
Divya Gupta	July 26, 2017	April 15, 2018	Appointed as Human Resource Administrative
Nandan Kumar	December 15, 2015	-	Appointed as Head of Marketing Department
Nitish Kumar Mishra	March 1, 2017	-	Appointed as Head of IT Department
Sanjeev Kumar Mishra	January 3, 2015	January 30, 2018	Resignation as Production Manager
Sudipta Kumar Biswas	May 01, 2018	-	Appointed as Chief Executive Officer
Ritu Dogra	May 01, 2018	-	Appointed as Human Resource Administrative

### Employees

The details about our employees appear under the paragraph titled "Our Business – Manpower" on page no 94.

## OUR PROMOTERS AND PROMOTER GROUP

Mr. Roop Kishore Gola, Mr. Avadhesh Kumar Gola, Mrs. Rajni Gupta and Image Career Limited are the Promoters of our Company.

Details of our Promoters:

### **Individual Promoters**

	<p>Roop Kishore Gola, aged 43 years, is the Promoter, Chairman and Managing Director of our Company. He is a resident Indian national. He holds a Master's Degree in Business Administration (Marketing) and a Bachelor's degree in Business Administration from Monad University, Uttar Pradesh, India. He has experience of over 9 years in business development and strategizing. He is responsible for the overall strategic decision making of our Company and provides leadership to all operations. He has been on our Board since the incorporation of our Company.</p> <p>For complete profile of Roop Kishore Gola, i.e., his terms of appointment, educational qualifications, professional experience, other directorships etc. refer "Our Management" on page no 113</p> <p>Passport No: M1707183          Driving License: UP2520150012803          Voters ID: AAJ2531432          Address: 41-C Kumar Kuter, Gandhi Nagar, Opp. Pancham MRI &amp; Diagnostic Center, Bareilly – 243 100, Uttar Pradesh, India.</p> <p>As on the date of the Draft Prospectus, Roop Kishore Gola holds 770,420 Equity Shares representing 15.84% of the pre-issue paid-up share capital of our Company.</p> <p>For details of other ventures of Roop Kishore Gola, refer "Our Group Entities" on page no. 130.</p>
	<p>Avadhesh Kumar Gola, aged 30 years, is a Promoter, Whole-time Director and Chief Financial Officer of our Company. He is a resident Indian national. He holds a Master's Degree in Arts and a Bachelor's Degree in Arts from Mahatma Jyotiba Phule Rohilkhand University, Bareilly. He has experience of over 6 years in the field of finance and administration, accountancy, sales and computer operations. He is responsible for all the financial and administration activities of our Company. He has been on our Board since the incorporation of our Company.</p> <p>For complete profile of Avadhesh Kumar Gola, i.e., his terms of appointment, educational qualifications, professional experience, other directorships etc. refer "Our Management" on page no. 113</p> <p>Passport No: M2158583          Driving License: UP25 20080017602          Voters ID: AAJ2531416          Address: 41-C Kumar Kuter, Gandhi Nagar, Opp. Pancham MRI &amp; Diagnostic Center, Bareilly – 243 100, Uttar Pradesh, India.</p> <p>As on the date of the Draft Prospectus, Avadhesh Kumar Gola holds 7,560 Equity Shares representing 0.16% of the pre-issue paid-up share capital of our Company.</p> <p>For details of other ventures of Avadhesh Kumar Gola, refer "Our Group Entities" on page no. 130.</p>

	<p>Rajni Gupta, aged 35 years, is a Promoter of our Company. She is a resident Indian national. She holds a Bachelor's degree in Science from the Dr. Bhimrao Ambedkar University, Agra. She has experience of about 9 years in Finance and Administration.</p> <p>Passport No: M1417263 Driving License: UP25 20150014011 Voters ID: AAJ2531697 Address: 41-C Kumar Kuter, Gandhi Nagar, Opp. Pancham MRI &amp; Diagnostic Center, Bareilly – 243 100, Uttar Pradesh, India.</p> <p>As on the date of the Draft Prospectus, Rajni Gupta holds 1,801,805 Equity Shares representing 37.04% of the pre-issue paid-up share capital of our Company.</p> <p>For details of other ventures of Rajni Gupta, refer "Our Group Entities" on page no. 130.</p>
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We confirm that the PAN, Bank account number and Passport number of our Promoters will be submitted to National Stock Exchange of India Limited on whose EMERGE Platform the Equity Shares are proposed to be listed at the time of filing the Draft Prospectus with National Stock Exchange of India Limited.

### **Body Corporate as Promoter of the Company**

#### **1. Image Career Limited**

##### **Brief Information**

Image Career Limited is incorporated on 17<sup>th</sup> December, 2008 under the provisions of the Companies Act 1956. The Status of the Company is public Limited Company. Presently, the registered office of the Company is situated at C 41 Kumar Kuteer Gandhi Nagar Pancham MRI Prem Nagar Bareilly UP 243001. The Corporate Identity No. is U70102UP2008PLC036464 and Paid Up capital is Rs. 500,000.00.

##### **Nature of Activities**

In terms of Memorandum of Association, Image Career Limited is engaged in the business to purchase, acquire, take on lease or in exchange or in any lawful manner hold, possess, takeover and to deal in land, houses, farm houses building & premises & property of any tenure and any interest therein and to sell, dispose off and to deal in fresh, old, leasehold and other land and properties and develop the same and dispose of or maintain the same and to built township, market, flats or other building residential and commercial or conveniences, drainage facility, electric telephone, television, installation & to deal with the same in any manner whatsoever.

To carry on the business of contractor for constructions, installation of roads, passages, bridges, colonies, public facilities, erection and/or telecom transmission towers, telecom transmission lines whether underground or overhead, electrical pole, electric transmission lines and/or other similar assignments from any government or semi-government, local bodies/authorities etc and also act as contractor, dealers in pre-fabricated and pre-cast house, building housing colonies, apartments, commercial complex, warehouses, cold storage, theater, erection in connection therewith or incidental thereto and to act as agent, trader of cements, Iron Bars, sand and other building materials, furnishing materials, electrical & electronic material, equipments etc.

##### **Promoters of Image Career Limited:**

Sr. No.	Name of Promoter
1	Mr. Anuj Kumar Gupta
2	Mr. Ashok Kumar Gupta

3	Mr Om Prakash
4	Mr. Anand Pal Gola
5	Mr. Dinesh Kumar
6	Ms. Neelam Gupta
7	Mr. Sanjay Kumar

### Shareholding Pattern

The Shareholding pattern of Image Career Limited as on 31<sup>st</sup> March, 2018 is as under:

Sr. No.	Name of Shareholders	No. of Shares	% of Total Share Capital
1.	Mr. Anuj Kumar Gupta	900	1.80
2.	Mr. Ashok Kumar Gupta	900	1.80
3.	Mr Om Prakash	1000	2.00
4.	Mr. Anand Pal Gola	1000	2.00
5.	Mr. Dinesh Kumar	46000	92.00
6.	Ms. Neelam Gupta	100	0.20
7.	Mr. Sanjay Kumar	100	0.20
<b>Total</b>		<b>500,000</b>	<b>100.00</b>

### Board of Directors

Sr. No.	Name of Directors
1	Mr. Nandan Kumar
2	Mr. Anand Pal Gola
3	Mr. Sanjeev Kumar
4	Mr. Dinesh Kumar

### Financial Performance

The summary of financials for the previous three years is as follows:

Particulars	(Rs. in Lakhs except EPS and NAV)		
	March 31, 2018	March 31, 2017)	March 31, 2016
Equity Paid Up Share Capital	5.00	5.00	5.00
Reserve & Surplus (Excluding revaluation reserve)	6.89	-0.51	-0.94
Total Revenue	1015.21	680.00	57.07
Profit/(Loss) after tax	7.40	1.35	-1.29
EPS & Diluted EPS	14.8	2.70	-2.57

We confirm that the PAN, Bank account number, the Company Registration Numbers and the addresses of the Registrars of Companies where the company registered will be submitted to National Stock Exchange of India Limited at the time of filing the Draft Prospectus with National Stock Exchange of India Limited.

### Change of control in last three (3) years

During financial year 2015-16, the control as well as management of the promoter Company gets changed pursuant to transfer of Equity Shares as depicted below:

Sr. No.	Name of Transferor	Name of transferee	Shares Transferred	Date of transfer
1	Roop Kishore Gola	Dinesh Kumar	5000	October 08, 2015
2	Avadhesh Kumar Gola	Dinesh Kumar	1000	October 08, 2015
3	Rajni Gupta	Dinesh Kumar	40000	October 08, 2015
<b>Total</b>			<b>46,000*</b>	

\*Out of 50,000 Equity shares 46,000 shares acquired by Mr. Dinesh Kumar which amounts to 92% of the total equity shares of the Company, pursuant to such transfer management & control got changed.

Note: Since the promoter company is not listed company, disclosure regarding SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is not required to comply

### **Interest of our Promoters**

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their shareholding and the shareholding of their relatives in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by them or their relatives; (iii) of being Managing Director and Whole-time Director of our Company and the remuneration, sitting fees and reimbursement of expenses payable by our Company to them; (iv) of being a subscriber to the Memorandum of Association of our Company; and (v) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares. For details regarding the shareholding of our Promoters in our Company, refer "Capital Structure", "Our Management" and "Related Party Transactions" on pages 57, 113 and 139, respectively.

Our Promoters do not have any interest in any property acquired by our Company within two years of the date of the Draft Prospectus or proposed to be acquired by it or in any transaction in acquisition of land and construction of building etc. Except as stated in the "Related Party Transactions" on page no 139, our Promoters do not have any interest in any supply of machinery to our Company.

Other than as disclosed in the section "Related Party Transactions" on page 139, there are no sales/purchases between our Company and our Promoters and Promoter Group and Group Companies when such sales or purchases exceeding in value in the aggregate 10% of the total sales or purchases of our Company or any business interest between our Company, our Promoters, our Promoter Group and Group Companies as on the date of the last financial statements.

As on the date of the Draft Prospectus, our Promoter Roop Kishore Gola may be interested to the extent the Company has availed unsecured loans from them which are repayable on demand. For further details, refer "Related Party Transactions" and "Financial Indebtedness" on pages 139 and 189, respectively.

### **Change in the management and 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.

### **Group Company**

For details of our group entities, refer "Our Group Entities" on page no. 130.

### **Payment or Benefit to Promoters**

Except as stated above in "Interest of Promoters" and in "Related Party Transactions" on page no. 127 and 139, respectively, there has been no payment of benefits to our Promoters, members of our Promoter Group and Group Entities, during the two years preceding the filing of the Draft Prospectus.

### **Litigation**

For details relating to legal proceedings involving the Promoters, refer 'Outstanding Litigation and Material Developments' on page no. 190.

### **Other Confirmations**

Our Promoters and their relatives have not been declared as wilful Defaulters 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 them.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in 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.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Draft Prospectus against our Promoters.

Our Promoters are not and have never been promoters, directors or persons in control of any other company which is debarred, prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in "Related Party Transactions" on page no. 139, our Promoters are not related to any of the sundry debtors or beneficiaries of loans and advances of our Company.

Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

**Companies with which our Promoter has disassociated in the last three years:**

Except as stated under, our Promoters have not disassociated themselves as a promoter(s) from any Company in three years preceding the date of the Draft Prospectus:

Name of the Promoter	Name of the Entity	Reason for Disassociation	Date of Disassociation
Roop Kishore Gola*	Sadru Dairy Industry Private Limited	Ceased to be a Director	October 07, 2015
	ICL Mutual Benefits Corporation Limited	Ceased to be a Director	March 19, 2016
	Image Career Limited	Ceased to be a Director	March 19, 2016
	Giriraj Financial Services Private limited	Ceased to be a Director	March 31, 2016
	ICL Kaushal Vikash Services Private Limited	Ceased to be a Director	June 03, 2016
Avadhesh Kumar Gola**	Sadru Dairy Industry Private Limited	Ceased to be a Director	October 07, 2015
	Giriraj Financial Services Private Limited	Ceased to be a Director	March 31, 2016
	Image Career Limited	Ceased to be a Director	December 29, 2016
	ICL Mutual Benefits Corporation Limited	Ceased to be a Director	October 03, 2017
Rajni Gupta***	Pretto Leather Industries Limited	Ceased to be a Director	March 17, 2016

\*Disassociated himself by resigning as a Director of Sadru Dairy Industry Private Limited, ICL Mutual Benefits Corporation Limited, Image Career Limited, Giriraj Financial Services Private Limited and ICL Kaushal Vikash Services Private Limited and by selling his shareholding from Image Career Limited and ICL Mutual Benefit Corporation Limited.

\*\*Disassociated himself by resigning as a Director of Sadru Dairy Industry Private Limited, ICL Mutual Benefits Corporation Limited, Image Career Limited and Giriraj Financial Services Private Limited and by selling his shareholding from Image Career Limited and ICL Mutual Benefit Corporation Limited.

\*\*\* Disassociated herself by resigning as a Director of Pretto Leather Industries Limited and by selling her shareholding from Image Career Limited and ICL Mutual Benefit Corporation Limited.

## OUR PROMOTER GROUP

In addition to the Promoters named above, the following individuals and entities form part of the Promoter Group:

### B. Individuals forming part of Promoter Group:

Relationship	Roop Kishore Gola	Avadhesh Kumar Gola	Rajni Gupta
Father	Natthulal Gola	Natthu Lal Gola	Ashok Kumar Gupta
Mother	Har Pyari Gola	Har Pyari Gola	Sudha Rani Gupta
Spouse	Rajni Gupta	-	Roop Kishore Gola
Brother	Avadhesh Kumar Gola and Uma Shankar Gola	Roop Kishor Gola and Uma Shankar	Kamal Kant Gupta, Anuj Kant Gupta and Sanjeev Kumar Gupta
Sister	Nem Kumari, Raj Kumari, Shivani and Umesh Kumari	Nem Kumari, Raj Kumari, Shivani and Umesh Kumari	Shikha Gupta and Shaloni Gupta
Son	Naren Gola and Naitik Gola	-	Naren Gola and Naitik Gola
Daughter	-	-	-
Spouse's Father	Ashok Kumar Gupta	-	Natthulal Gola
Spouse's Mother	Sudha Rani Gupta	-	Har Pyari Gola
Spouse's Brother	Kamal Kant Gupta, Anuj Kant Gupta and Sanjeev Kumar Gupta	-	Avadhesh Kumar Gola and Uma Shankar Gola
Spouse's Sister	Shikha Gupta and Shaloni Gupta	-	Nem Kumari, Raj Kumari, Shivani and Umesh Kumari

### B. Entities forming part of Promoter Group:

#### Companies

1. ADI Shopping Private Limited
2. ICL Organic Dairy Products Pvt. Ltd.
3. ICL Kaushal Vikash Services Pvt. Ltd.
4. Kundles Motor Finance Pvt. Ltd.
5. Giriraj Financial Services Pvt. Ltd.
6. ICL Financials IMF Private Limited
7. Sadru Dairy Industries Pvt. Ltd.
8. ICL Micro Finance Foundation
9. Gwet Gold Chain Private Limited
10. ICL Entertainment Private Limited

#### Subsidiary Companies

1. Maagh Advertising and Marketing Services Private Limited
2. RMB Tradelinks Private Limited

#### Partnership Firms: Nil

#### H.U.F.: Nil

#### Proprietary concern

1. ICL Spirit Tech

## OUR GROUP ENTITIES

In terms of the SEBI Regulations, and in terms of the policy of materiality defined by the Board pursuant to its resolution dated July 17, 2018, our Group Companies/Entities include (a) those companies disclosed as related parties in accordance with Accounting Standard (AS) 18 issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last five financial years; and (b) all companies forming part of the Promoter Group (as defined under the SEBI Regulations. Based on the above, the following are the Group Companies (Other than Subsidiaries, for which relevant information has been shown on page 135) Based on above, our Board has identified following entities as our Group Entities. Set forth below are details of our Group Entity as on the date of this Draft Prospectus.

### 1. ADI Shopping Private Limited (ASPL)

#### Brief Information

ADI Shopping Private Limited incorporated on 11<sup>th</sup> September, 2013 under the provisions of the Companies Act 2013. Presently, the registered office of the Company is situated at 247 Ground Floor, Block-B, Yojana Vihar, New Delhi 110092. The Corporate Identity No. is U63020DL2013PTC257594 and Paid Up capital is Rs. 2,000,000.00

#### Nature of Activities

In terms of Memorandum of Association, ASPL is engaged in the business of buyer, seller, trader, importer, exporter, distributor, agent, broker, factors and consultants of all types of fabrics, garments, garment accessories feather goods, home furnishings, and all other types merchandise, materials, commodities consumer, durables, non durable, industrial and non industrial goods gift and presentation, items, jewellery, gems, antiques handicrafts, and other goods of whatsoever, description, import licences and services of all types in India and abroad and to represent overseas concerns/establishments and to provide services/consultancy/know-how related to overseas business and to provide development advisory service.

Further To carry on the business of an act as export house agents, distributors. representatives, trades, stockiest, storekeepers, importers, dealers, entitlement negotiators, suppliers and commission agents of products commodities, materials and good in any form of shape manufactured, supplied or provided by any company, firm, association, government, semi government or any local authority, and for that purpose buy, sell, exchange, market, pledge, distribute, provides services, of all kinds or otherwise deal in 'commodities, goods, article, materials, things of every description, kind and variety and their products, by products and compounds of any and every description and kind.

Further To carry on the business as exporters, importers, traders and dealers of all kinds of services materials, commodities, goods, merchandise, machineries, equipments, produce and articles in India and abroad.

#### Shareholding Pattern

The Shareholding pattern of ASPL as on 31<sup>st</sup> March, 2018 is as under:

Sr. No.	Name of Shareholders	No. of Shares	% of Total Share Capital
1	Mr. Dev Dutt Kaushik	139,800	69.90
2	Ms. Rajni Gupta	20,000	10.00
3	Mr. Praveen Kumar Gupta	200	0.10
4	Mr. Deepak Bhatnagar	40,000	20.00
<b>Total</b>		<b>200,000</b>	<b>100.00</b>

#### Board of Directors

Sr. No.	Name of Directors
1	Mr. Rajni Gupta
2	Mr. Dev Dutt Kaushik
3	Mr. Praveen Kumar Gupta

## Financial Performance

The summary of financials for the previous three years is as follows:

(Rs. in Lakhs except EPS and NAV)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Equity Paid Up Share Capital	20.00	20.00	1.00
Reserve & Surplus	5.32	1.99	(0.0086)
Net Assets Value Per Shares (Rs.)	12.66	11.00	9.91
Net Worth	25.32	21.99	0.99
Sales & Income	394.22	125.53	23.5
Profit/ (Loss) after Tax	3.32	2.00	0.076
EPS & Diluted EPS	1.66	1.00	0.76

### Confirmations:

1. ASPL is an unlisted Company.
2. It has not become a sick Company under the meaning of SICA.

## 2. ICL ORGANIC DAIRY PRODUCTS PRIVATE LIMITED (IODPPL)

### Brief Information

ICL Organic Dairy Products Pvt. Ltd. incorporated on 21<sup>ST</sup> February, 2013 under the provisions of the Companies Act 1956. Presently, the registered office of the Company is situated at A-105 3rd Floor Sector-63 Noida Gautam Buddha Nagar, UP 201301. The Corporate Identity No. is U74120UP2013PTC055187 and Paid Up capital is Rs. 100,000.00.

### Nature of Activities

In terms of Memorandum of Association, IODPPL is engaged in the business of all kinds of dairy farming, animal husbandry, breeding of mammals whether owned or taken on rent, dealing in products such as milk, paneer, ghee and other related dairy products. To cultivate, grow, produce and develop or deal in agricultural products, vegetables and animal grazing and feeding, etc

### Shareholding Pattern

The Shareholding pattern of IODPPL as on 31<sup>st</sup> March, 2018 is as under:

Sr. No.	Name of Shareholders	No. of Shares	% of Total Share Capital
1	Mr. Roop Kishore Gola	4,000	40.00
2	Mr. Avadhesh Kumar Gola	3,000	30.00
3	Mr. Ravindra Kumar Gola	3,000	30.00
<b>Total</b>		<b>10,000</b>	<b>100.00</b>

### Board of Directors

Sr. No.	Name of Directors
1	Mr. Roop Kishore Gola
2	Mr. Avadhesh Kumar Gola

## Financial Performance

The summary of financials for the previous three years is as follows:

(Rs. in lakhs except EPS and NAV)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Equity Paid Up Share Capital	1.00	1.00	1.00
Reserve & Surplus	8.72	3.78	0.10
Net Assets Value Per Shares (Rs.)	97.17	47.77	10.96
Net Worth	9.72	4.78	1.10
Sales & Income	251.68	221.61	2.47
Profit/ (Loss) after Tax	4.94	3.68	0.07
EPS & Diluted EPS	49.40	36.81	0.70

### Confirmations:

1. IODPPL is an unlisted Company.
2. It has not become a sick Company under the meaning of SICA.

### 3. ICL KAUSHAL VIKASH SERVICES PRIVATE LIMITED (IKVSPL)

#### Brief Information

ICL Kaushal Vikash Services Private Limited incorporated on 31<sup>st</sup> July, 2013 under the provisions of the Companies Act 1956. Presently, the registered office of the Company is situated at 41-C, Gandhi Nagar, Opp Pancham Mri Centre, Bareilly Uttar Pradesh 243122. The Corporate Identity No. is U74120UP2013PTC058731 and Paid Up capital is Rs. 100,000.00

#### Nature of Activities

In terms of Memorandum of Association, IKVSPL is engaged in the business to carry on the business of advertising, mass communication, graphic designing, animation, photography, and to carry on the business as advertiser, publishers, and to undertake all such work which fall within the purview of modern method of advertising, publicity and journalistic purpose and publicity mass communication, marketing including export market and applied Arts, to carry on the business of setting up and providing for all kinds of facilities for the creation/preparation and making of all kind of advertising, publicity and communication material including setting up of type setting printing, copying and enlarging facilities, producing films, audio visuals, video programs etc., to provide consultancy and running training centre under skill India Mission, Computer Bureau, Technical manpower services, etc., to carry on the business as providing Internet Service provider in various telecom circle, IT related consultancy services, E-business and all other related aspects, and to carry on the business of development of software, internet services, web designing, portal software, research development, in all discipline of software, in India or abroad and to run internet related services etc.

#### Shareholding Pattern

The Shareholding pattern of IKVSPL as on 31<sup>st</sup> March, 2018 is as under:

Sr. No.	Name of Shareholders	No. of Shares	% of Total Share Capital
1	Mr. Roop Kishore Gola	7,000	70.00
2	Mr. Avadhesh Kumar Gola	3,000	30.00
<b>Total</b>		<b>10,000</b>	<b>100.00</b>

#### Board of Directors

Sr. No.	Name of Directors
1	Mr. Avadhesh Kumar Gola
2	Ms. Neelam Kumari

#### Financial Performance

The summary of financials for the previous three years is as follows:

(Rs. in lakhs except EPS and NAV)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Equity Paid Up Share Capital	1.00	1.00	1.00
Reserve & Surplus	3.67	1.24	0.41
Net Assets Value Per Shares (Rs.)	46.70	22.40	14.10
Net Worth	4.67	2.24	1.41
Sales & Income	69.51	23.01	2.02
Profit/ (Loss) after Tax	2.43	9.41	0.29
EPS & Diluted EPS	24.30	94.13	2.90

#### Confirmations:

1. IKVSPL is an unlisted Company.
2. It has not become a sick Company under the meaning of SICA.

### 4. KUNDLES MOTOR FINANCE PRIVATE LIMITED (KMFPL)

#### Brief Information

Kundles Motor Finance Private Limited incorporated on 17<sup>th</sup> October, 1995 under the provisions of the Companies Act 1956. Presently, the registered office of the Company is situated at C-41, Kumar Kuter Near -Pancham Diginosis Centre, Prem Nagar Bareilly UP 243001. The Corporate Identity No. is U65921UP1995PTC063793 and Paid Up capital is Rs. 20,731,500.00

### Nature of Activities

In terms of Memorandum of Association, KMFPL is engaged in the business of leasing, hire purchase financing in all types of vehicles, moveable and immovable properties, and in business investing, lending, advancing, borrowing or receiving money on interest or as deposit or otherwise with or without securities from person, firms or corporations and also to invest in or subscribe or purchase or otherwise acquire in India or abroad, shares, stocks, debentures, securities (Government or otherwise) or other interests in any other company.

### Shareholding Pattern (Top 10 shareholders)

The Shareholding pattern of KMFPL as on 31<sup>st</sup> March, 2018 is as under:

Sr. No.	Name of Shareholders	No. of Shares	% of Total Share Capital
1	Mr. Roop Kishore Gola	376,050	18.14
2	Mr. Deepak Kumar Bhatnagar	275,100	13.27
3	Mr. Anil Kumar Sahu	260,100	12.55
4	Mr. Dev Dutt Kaushik	220,100	10.62
5	Ms. Komal Shankhdar	150,100	7.24
6	Mr. Greesh Chand Gola	118,100	5.70
7	Ms. Geetam Singh	100,100	4.83
8	Mr. Avadhesh Kumar Gola	69,700	3.36
9	Mr. Mohd. Tasleem	60,100	2.90
10	Mr. Surendra Kumar Prajapati	50,100	2.42
<b>Total</b>		<b>2,073,150</b>	<b>100.00</b>

### Board of Directors

Sr. No.	Name of Directors
1	Mr. Roop Kishore Gola
2	Mr. Avadhesh Kumar Gola

### Financial Performance

The summary of financials for the previous three years is as follows:

(Rs. in Lakhs except EPS and NAV)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Equity Paid Up Share Capital	207.32	180.32	50.02
Reserve & Surplus	-0.42	-5.28	-6.78
Net Assets Value Per Shares (Rs.)	9.98	9.71	8.64
Net Worth	206.89	175.04	43.23
Sales & Income	31.53	18.16	4.45
Profit/ (Loss) after Tax	4.86	1.50	0.65
EPS & Diluted EPS	0.23	0.08	0.13

### Confirmations:

1. KMFPL is an unlisted Company.
2. It has not become a sick Company under the meaning of SICA.

## 5. GIRIRAJ FINANCIAL SERVICES PRIVATE LIMITED (GFSPL)

### Brief Information

Giriraj Financial Services Pvt. Ltd. incorporated on 26<sup>th</sup> May 1995 under the provisions of the Companies Act 1956. Presently, the registered office of the Company is situated at A-105 Sector-63 Noida, Gautam Buddha Nagar, UP 201301. The Corporate Identity No. is U67190UP1995PTC018124 and Paid Up capital is Rs. 1,500,000.00

### Nature of Activities

In terms of Memorandum of Association, GFSPL is engaged to carry on and undertake the business as stock-broker, sub-broker, merchant banker, portfolio manager, investment consultant, financial consultant, consultant to the public issue, registrar to the public issue and investment schemes, data processors and to manage investment pools, syndicate in shares, subject to the necessary Government

approval and to undertake all allied activities related to the above said objects. To carry on the business of underwrite, sub-underwrite, to invest in and acquire or otherwise hold, sell, purchase or otherwise invest in shares, debenture, debenture-stock, bonds units, colligations and securities issued or guaranteed by Indian or foreign Government, States, Dominions, Sovereign, Municipalities or Public-Authorities or Bodies and shares, stock and debentures, guarantees by any Company, Corporation, Firm or Person, whether incorporated or established in India or elsewhere and to manage the funds and to pass on the benefits of portfolio investments to the investors as dividends, bonus, interest and to provide a complete range of personal financial service like investment planning, tax planning, portfolio management, consultancy/ counselling service in various fields. To carry on business of insurance broking/ web aggregator under guidelines of IDRA, maintain a website/ own a website and provide information pertaining to insurance product and prices/ feature comparisons of product of different insurers and offer lead to a insurer, sending Commercial communications on behalf of insurers, corporate agents or web aggregators and other related activities for the attainment of said objects.

### Shareholding Pattern

The Shareholding pattern of GFSPL as on 31<sup>st</sup> March, 2018 is as under:

Sr. No.	Name of Shareholders	No. of Shares	% of Total Share Capital
1	Mr. Roop Kishore Gola	75,100	50.07
2	Mr. Avadhesh Kumar Gola	40,000	26.67
3	Mr. Ravinder Kumar Sharma	34,900	23.27
<b>Total</b>		<b>150,000</b>	<b>100.00</b>

### Board of Directors

Sr. No.	Name of Directors
1	Mr. Manoj Kumar Gola
2	Ms. Shivani

### Financial Performance

The summary of financials for the previous three years is as follows:

(Rs. in Lakhs except EPS and NAV)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Equity Paid Up Share Capital	15.00	15.00	15.00
Reserve & Surplus	8.61	8.32	7.70
Net Assets Value Per Shares (Rs.)	15.74	15.55	15.13
Net Worth	23.61	23.32	22.70
Sales & Income	24.86	11.27	0.14
Profit/ (Loss) after Tax	0.28	0.62	-0.09
EPS & Diluted EPS	0.19	0.42	-0.06

### Confirmations:

1. GFSPL is an unlisted Company.
2. It has not become a sick Company under the meaning of SICA.

## SUBSIDIARY COMPANIES

### 1. Maagh Advertising And Marketing Services Private Limited (“MAMSPL”)

#### Introduction

Maagh Advertising And Marketing Services Private Limited (“MAMSPL”) was incorporated on June 17, 2013 under the Companies Act, 1956. CIN of MAMSPL is U74999MH2013PTC244569. The registered office of MAMSPL is situated at Swatantra Niwas, Rohidas Nagar, Kasam Baug, Malad East-400097, Mumbai, Maharashtra, India. MAMSPL has been engaged in the business of creation, production and release of all communication, in all media of advertising and public relations, directly on behalf of its clients, for the promotion of goods, services, causes, ideas also operates in channel placement, advertising agent and for that purpose to purchase and sell advertising space or time in any newspaper, magazine or radio, station or television centre in India or abroad or in any other kind of Media which may be available at any time such as cinematograph, Video, Cable TV and including souvenirs, hoardings neon signs and other display devices of all kinds and descriptions to promote the sale or any other interest of its clients.

#### Capital Structure

As on the date of this Draft Prospectus, the authorized share capital of MAMSPL is Rs. 100,000/- (Rupees One Lakh only) divided into 10,000 Equity Shares of Rs. 10.00/- each. The current paid up share capital of MAMSPL is Rs. 100,000/- (Rupees One Lakh only) divided into 10,000 Equity Shares of Rs. 10.00/- each.

Sr. No.	Name of Shareholders	Number of shares	% Shareholding
1	ICL Multitrading India Limited	8,500	85.00
2	Mandar D. Naik	1,400	14.00
3	Ritu Minocha	100	1.00
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

#### Board of Directors

As on the date of this Draft Prospectus, the Board of Directors of MAMSPL consists of Mandar Dilip Naik and Vijay Ashok Jadhav.

#### Financial Information

Certain details of the audited financial results of MAMSPL for financial years 2018, 2017 and 2016 of are set forth below:

Particulars	(In lakhs, except per share data)		
	For the period ended March 31		
	2018	2017	2016
Share capital	1.00	1.00	1.00
Reserves and surplus (excluding revaluation reserves)	96.59	51.87	15.79
Sales Income and other income	722.45	550.28	376.89
Profit/(Loss) after tax	44.73	36.07	7.31
Earnings per share (face value of Rs. 10 each) (Basic and Diluted)	447.33	360.74	73.41
Net asset value per share	97.59	528.7	167.9

### 2. RMB Tradelinks Private Limited (“RMBTPL”)

#### Introduction

RMB Tradelinks Private Limited (“RMBTPL”) was incorporated on December 14, 2011 under the Companies Act, 1956. CIN of RMBTPL is U74999MH2011PTC224908. The registered office of RMBTPL is situated at D 107 Crystal Plaza, Opposite Infinity Mall, New Link Road, Andheri West -400 053, Mumbai, Maharashtra, India. RMBTPL is engaged in carrying on the business of advertising and marketing support services including but not limited to Internet marketing-commerce measures, Print, Outdoor advertising, Sale of time slots in broadcast media. Exhibitions/trade fairs, SMS marketing, brand activation, stall design, print and distribution of brochures, catalogues, show card, posters, road shows free samples and exhibiting and granting rewards, presents, prizes and donations and also by such other means of making known products and services nationally and internationally and all sorts of ATL and BTL marketing

activities. To adopt such means of marketing the products and services of the Company or goods and articles dealt in by the company as may seem expedient through above means. To set up E-commerce portals and any such activities to display and sale of products and services, to appoint distributors for its Products and or services and taking any Agency, C & F Agent and/or Distributorship of above mentioned products, commodities and services of any other company whether incorporated in India or abroad. To carry on the business of sell and/or purchase of advertising time or space or sponsorships on any radio station, television Centre, events, programs in India or abroad and to promote the sale or any other interest of its clients and to establish branches of places in or outside India as the Company may think fit.

### Capital Structure

As on the date of this Draft Prospectus, the authorized share capital of RMBTPL is Rs. 70,000,000/- (Rupees Seven Crores only) divided into 7,000,000 Equity Shares of Rs. 10.00/- each. The current paid-up share capital of RMBTPL is Rs. 24,840,000/- (Rupees Two Crore Forty Eight Lakhs Forty Thousand only) divided into 2,484,000 Equity Shares of Rs. 10.00/- each.

### Interest of our Promoters

RMBTPL is a step down subsidiary of our Company. RMBTPL is subsidiary of MAMSPL. Further, following are the details of the shareholding in RMBTPL as on the date of this Draft Prospectus.

Sr. No.	Name of Shareholders	Number of shares	% Shareholding
1	Maagh Advertising and Marketing Services Private Limited	2,177,000	87.64
2	Mandar Naik	243,000	9.78
3	Ritu Minocha	62,000	2.50
4	Baneesh Dhar	1,000	0.04
5	Vijay Joshi	400	0.02
6	Ashok Singh	400	0.02
7	Ankit Shah	200	0.01
	<b>Total</b>	<b>2,484,000</b>	<b>100.00</b>

### Board of Directors

As on the date of this Draft Prospectus, the Board of Directors of RMBTPL consists of Mandar Dilip Naik, Narayan Mova Parmar and Jyoti Anand Mode.

### Financial Information

Certain details of the audited financial results of RMBTPL for financial years 2018, 2017 and 2016 of are set forth below:

Particulars	For the period ended March 31		
	2018	2017	2016
Share capital	248.40	194.90	194.90
Reserves and surplus (excluding revaluation reserves)	110.55	58.88	16.29
Sales Income and other income	1841.01	1781.03	940.30
Profit/(Loss) after tax	51.67	42.60	14.56
Earnings per share (face value of Rs.10 each) (Basic and Diluted)	2.14	2.19	1.96
Net asset value per share	14.45	13.02	10.84

### Other confirmations:

- None of our Promoter Group Companies have remained defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Promoter Group Companies during the five years preceding the date of filing the Draft Prospectus with SEBI.
- None of our Promoter Group or Group Companies fall under the definition of sick companies under SICA.
- None of our Promoter Group or Group Companies are under any winding up proceedings.

- None of our Promoter Group or Group Companies have made any public or rights issue of securities in the preceding three years.
- Except as provided under chapter II of Risk Factor on page no. 15 none of Our Group Companies have not taken any unsecured loans from our Company.
- Our Promoter Group or Group Companies 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.
- No part of the Net Proceeds is payable to the Group Companies

## **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Our Company, our Promoter, Group Entities and/or our Directors, have not been declared as wilful defaulters by the RBI or any bank or financial institution or consortium thereof. Further, our Company, our Promoter, Group Entities and/or our Directors, have not been debarred from dealing in securities and/or accessing capital markets by SEBI or any other regulatory or governmental authority. No disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

## **RELATED PARTY TRANSACTIONS**

For details on Related Party Transactions of our Company, please refer to Annexure – X of restated financial statement under the section titled, 'Financial Information' beginning on page 141 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.

Our Company has not declared any dividends since its incorporation.

## SECTION VI – FINANCIAL INFORMATION

### AUDITORS REPORT ON STANDALONE FINANCIALS

To,  
**The Board of Directors**  
**ICL Multitrading India Limited**  
A-105, Sector 63 Noida,  
Gautam Buddha Nagar,  
Uttar Pradesh – 201 307

Dear Sirs,

We have examined the Restated Summary Financial Statements and Other Financial Information of **ICL Multitrading India Limited**; CIN: U74992UP2012PLC052404 (the 'Company') for the five financial years ended March 31, 2018 being the last date to which the accounts of the Company have been made up. The financial information is based on the audited financial statements reviewed by us annexed to this report and initialled by us for identification. The said Restated Summary Financial Statements and Other Financial Information have been prepared for the purposes of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:

- (i) Section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act");
- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') issued by the Securities and Exchange Board of India ('SEBI'); and the related clarifications issued by the Securities and Exchange Board of India as amended to date;
- (iii) The terms of our letter of engagement dated June 18, 2018 with the Company requesting us to carry out assignment in connection with the Offer Document being issued by the Company for its proposed IPO.
- (iv) In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of the ICL Multitrading India Limited, we, M/s. Saroj Kumar Jha & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.
- (v) Audit of the financial statements for the financial year ended March 31, 2014 was conducted by then statutory auditors A. Tandon and Company, Chartered Accountants; audit for financial year ended March 31, 2015 has been conducted by Company's Statutory Auditor, M/s Agarwal HK & Company, Chartered Accountants, Bareilly. We have relied on the audit report of above periods for the purpose of restatement. The audit of the financial statements for financial years ended March 31, 2016, 2017 and 2018 has been conducted by Company's Statutory Auditor, M/s Saroj Kumar Jha & Associates, Chartered Accountants, Noida. The same have been reviewed and re-audited by us as required under the SEBI ICDR Regulations solely for the purpose of this restatement.
- (vi) The Proposed public issue will be for a fresh issue of equity shares of Rs. 10 each, at the issue price of Rs. 85 per share through Fixed Price Method.
- (vii) Financial Information of the Company.

The Restated Summary financial Statements and Other Financial Information have been prepared by the Company and approved by the Board of Directors of the Company.

#### **A. Restated Summary Financial Statements:**

1. We have examined the attached 'Summary financial Statement of Assets and Liabilities, As Restated' (Annexure I) as at March 31, 2014, 2015, 2016, 2017 and 2018 and the attached 'Summary Statement of Profits and Losses, As Restated' (Annexure II) and the attached 'Summary Statement

of Cash Flows, As Restated' (Annexure III) for the period financial years ended March 31, 2014, 2015, 2016 and 2017 and 2018 which have been extracted by the management and approved by the board of directors. Representations have been taken from the management for the additional information for these years. (Annexure I, II and III are collectively referred to in this report as the "Restated Summary Financial Statements").

2. The Restated Summary Financial Statements are after making adjustments and regroupings as in our opinion were appropriate and more fully described in the 'Statement of Significant Accounting Policies' and 'Notes to the Re-stated Financial Statements' (Annexure IV) and (Annexure V) respectively.
3. In accordance with the requirements of section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 and terms of our engagement agreed with the company, and based on our examination of the Restated Summary Statements, we confirm that:
  - a. The Restated summary Financial Statement - the restated summary statement of assets and liabilities, the restated summary statement of profit and loss, and the restated summary statement of cash flow ("summary statements") of the company, for the period from financial years ended March 31, 2014, 2015, 2016, 2017 and 2018 has been examined by us, as set out in annexure-I, II and III to this report read with and subject to the adjustment in Annexure V - Notes to the restated Financial statements and other observations as given herein after, are after making material adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes to the financial statements (refer annexure- IV & V).
  - b. Based on and subject to our comments as above, we are of the opinion that restated financial information have been made after incorporating:
    - i. Adjustments if any, made for the changes in Accounting Policies and Estimates adopted by the Company with retrospective effect to reflect the significant accounting policies being adopted by company as on March 31, 2018 are explained in annexure V to this report.
    - ii. The "Restated Summary Financial Statements" have to be read in conjunction with the Significant Accounting Policies and Notes given in Annexure IV of this report.
    - iii. Amounts if any, relating to adjustments for previous years have been identified and adjusted in the statements in the year to which they relate;
    - iv. There are no extra-ordinary items that need to be disclosed separately in the Restated Summary financial Statements;
    - v. There are no qualifications in auditor's reports for incorrect accounting policies that require Adjustment in the Restated Summary Statements.

Summary of significant accounting policies adopted by the Company and material adjustments carried out in the preparation of the Restated Summary Statements & the significant notes to thereto be enclosed as Annexure IV and Annexure V to this report.

#### **B. Other Financial Information:**

4. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
  - i Restated Statement of Share Capital - Annexure - I.1;
  - ii Restated Statement of Reserve & Surplus - Annexure - I.2 ;
  - iii Restated Statement of Long Term Borrowings - Annexure I.3;
  - iv Restated Statement of Deferred Tax liability/Assets (net)- Annexure I.4;
  - v Restated Statement of Trade Payables - Annexure I.5;
  - vi Restated Statement of Other Current Liabilities - Annexure I.6;
  - vii Restated Statement of Short Term Provision - Annexure I.7;
  - viii Restated Statement of Fixed Assets - Annexure I.8;
  - ix Restated Statement of Non-Current Investments - Annexure I.9;
  - x Restated Statement of Long Term Loans and Advances - Annexure I.10;
  - xi Restated Statement of Other Non-Current Assets - Annexure I.11;

- xii Restated Statement of Inventories - Annexure I.12;
- xiii Restated Statement of Trade Receivables - Annexure I.13;
- xiv Restated Statement of Cash and Cash Equivalents - Annexure I.14;
- xv Restated Statement of Short Term Loans and Advances - Annexure I.15;
- xvi Restated Statement of Other Current Assets - Annexure I.15;
- xvii Restated Statement of Revenue from operations - Annexure II.1;
- xviii Restated Statement of Other Income - Annexure II.2;
- xix Restated Statement of Changes in Inventory- Annexure II.3;
- xx Restated Statement of Purchase of Stock In Trade - Annexure II.4;
- xxi Restated Statement of Other Expenses - Annexure II.5;
- xxii Restated Statement of Employees Benefit Expenses- Annexure II.6;

**Other Annexure:**

- Annexure IV : Statement of Significant Accounting Policies
- Annexure V : Notes to the Restated Financial Statements
- Annexure VI : Statement of Accounting & Other Ratios, As Restated
- Annexure VII : Statement of Capitalization, As Restated
- Annexure VIII : Statement of Tax Shelter, As Restated
- Annexure IX : Statement of Principle Terms of Secured Loans and Assets Charged as Security.
- Annexure X : Statement of Related Parties & Transactions.
- Annexure XI : Statement of Dividends.
- Annexure XII : Changes in the Significant Accounting Policies.
- Annexure XII : Contingent Liabilities.

5. In our opinion, the Restated Summary Financial Statements and the other Financial Information set forth in Annexure I to XVII read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

6. This report should not in any way construed as a reissuance or redrafting of any of the previous audit report issued by us or by any other firm of Chartered Accountants nor should this report be construed as new opinion on any of the financial statement referred to therein.
7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
8. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**As per our Report Attached**

Thanking you,

Yours faithfully,

**For Saroj Kumar Jha & Associates**

Chartered Accountants  
FRN: 016303N

CA Saroj Kumar Jha  
Partner  
Membership No: 097048

Date: June 20, 2018

**STANDALONE STATEMENT OF ASSETS AND LIABILITIES**
**(Rs. In Lakhs)**

Particulars	Note No.	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Equity &amp; Liabilities</b>						
<b>Shareholders Fund</b>						
<b>Share capital</b>	<b>I.1</b>	<b>486.39</b>	<b>25.38</b>	<b>25.38</b>	<b>1.00</b>	<b>1.00</b>
Reserves and surplus	I.2	3,541.63	3,566.42	3,466.36	4.71	0.75
Less Revaluation Reserve		3,423.53	3,423.53	3,423.53	0.00	0.00
Reserves (Net of revaluation reserves)		115.91	142.93	42.84	4.71	0.75
<b>Total Shareholder's Fund</b>		<b>602.30</b>	<b>168.31</b>	<b>68.22</b>	<b>5.71</b>	<b>1.75</b>
<b>Non Current Liabilities</b>						
Long Term Borrowings	I.3	170.90	212.40	182.01	0.00	0.00
Long term provisions		0.00	0.00	0.00	0.00	0.00
Deferred Tax Liability	I.4	13.30	14.67	0.80	0.11	0.00
<b>Total Non Current Liabilities</b>		<b>184.20</b>	<b>227.07</b>	<b>182.82</b>	<b>0.11</b>	<b>0.00</b>
<b>Current Liabilities</b>						
Short Term Borrowings		0.00	0.00	0.00	0.00	0.00
Trade Payables	I.5	497.19	729.95	553.50	442.17	366.17
Other Current Liabilities	I.6	4.43	46.55	32.41	136.24	69.05
Short Term Provisions	I.7	88.28	38.20	18.49	2.11	0.37
<b>Total Current Liabilities</b>		<b>591.08</b>	<b>814.70</b>	<b>604.39</b>	<b>580.52</b>	<b>435.60</b>
<b>Total Equity &amp; Liability</b>		<b>1,377.58</b>	<b>1,210.08</b>	<b>855.43</b>	<b>586.34</b>	<b>437.35</b>
<b>Non-Current Assets</b>						
a) Fixed Assets						
Tangible Assets	I.8	3,994.11	3,932.08	3,825.83	13.61	0.00
Intangible Assets		0.00	0.00	0.00	0.00	0.00
<b>Total Fixed Assets (a)</b>		<b>3,994.11</b>	<b>3,932.08</b>	<b>3,825.83</b>	<b>13.61</b>	<b>0.00</b>
Less : Revaluation Reserve		3423.53	3,423.53	3,423.53	0.00	0.00
<b>Net Block after adjustment for Revaluation Reserve</b>		<b>570.58</b>	<b>508.55</b>	<b>402.30</b>	<b>13.61</b>	<b>0.00</b>
b) Non Current Investments	I.9	25.00	31.00	6.00	0.00	0.00
c) Long Term Loans and Advances	I.10	0.00	0.00	0.00	65.82	0.00
d) Other Non Current Assets	I.11	0.00	0.00	0.00	325.83	120.32
<b>Total Non Current Assets</b>		<b>595.58</b>	<b>539.55</b>	<b>408.30</b>	<b>405.25</b>	<b>120.32</b>
<b>Current assets</b>						
Current Investments		5.43	0.00	0.00	0.00	0.00
Inventories	I.12	515.53	105.91	235.96	0.00	0.00
Trade Receivables	I.13	169.50	431.97	117.46	157.58	254.39
Cash and Cash Equivalents balances	I.14	12.61	51.22	90.13	20.09	31.44
Short Term Loans and advances	I.15	77.40	80.35	1.50	1.30	31.03
Other Current Assets	I.16	1.53	1.08	2.08	2.12	0.16
<b>Total Current Assets</b>		<b>782.01</b>	<b>670.53</b>	<b>447.13</b>	<b>181.09</b>	<b>317.03</b>
<b>Total Assets</b>		<b>1,377.58</b>	<b>1,210.08</b>	<b>855.43</b>	<b>586.34</b>	<b>437.35</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**Annexure - II**
**STANDALONE STATEMENT OF PROFIT AND LOSS**
**(Rs in Lakhs)**

<b>Particulars</b>	<b>Note No.</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>	<b>31.03.15</b>	<b>31.03.14</b>
<b>Income</b>						
Revenue from Operations	II.1	2,747.37	2,456.04	2,293.71	230.27	70.13
Other Income	II.2	11.15	4.77	1.67	0.09	0.00
Changes in Inventory	II.3	409.61	(130.05)	235.96	205.51	120.32
<b>Total Revenue</b>		<b>3168.13</b>	<b>2,330.77</b>	<b>2,531.34</b>	<b>435.87</b>	<b>190.45</b>
<b>Expenditure</b>						
Purchase of Stock in Trade	II.4	2,231.54	1,158.08	1,439.08	260.15	151.48
Other Expenses	II.5	515.95	840.14	843.30	166.55	36.87
Employee Benefit Expenses	II.6	68.82	169.10	190.79	2.91	0.97
<b>Total (B)</b>		<b>2816.31</b>	<b>2167.31</b>	<b>2473.17</b>	<b>429.61</b>	<b>189.32</b>
<b>Profit Before Interest, Depreciation and Tax</b>		<b>351.82</b>	<b>163.46</b>	<b>58.16</b>	<b>6.26</b>	<b>1.13</b>
Depreciation		38.37	13.41	2.97	0.45	0.00
<b>Profit Before Interest and Tax</b>		<b>313.45</b>	<b>150.04</b>	<b>55.20</b>	<b>5.81</b>	<b>1.13</b>
Financial Charges		5.50	0.00	0.00	0.00	0.00
<b>Profit before Taxation</b>		<b>307.95</b>	<b>150.04</b>	<b>55.20</b>	<b>5.81</b>	<b>1.13</b>
Provision for Taxation		86.09	36.12	16.38	1.74	0.37
Provision for Deferred Tax		(1.37)	13.87	0.69	0.11	0.00
<b>Total</b>		<b>84.72</b>	<b>49.99</b>	<b>17.07</b>	<b>1.85</b>	<b>0.37</b>
<b>Profit After Tax but Before Extra ordinary Items</b>		<b>223.23</b>	<b>100.05</b>	<b>38.13</b>	<b>3.96</b>	<b>0.76</b>
Extraordinary Items		0.00	0.00	0.00	0.00	0.00
Prior Period Items		0.00	0.00	0.00	0.00	0.00
<b>Net Profit after adjustments</b>		<b>223.23</b>	<b>100.05</b>	<b>38.13</b>	<b>3.96</b>	<b>0.76</b>
<b>Net Profit Transferred to Balance Sheet</b>		<b>223.23</b>	<b>100.05</b>	<b>38.13</b>	<b>3.96</b>	<b>0.76</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**STANDALONE STATEMENT OF CASH FLOW**
**(Rs. in Lakhs)**

<b>PARTICULARS</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>	<b>31.03.15</b>	<b>31.03.14</b>
<b>A. Cash Flow From Operating Activities</b>					
Profit Before Tax	<b>307.95</b>	<b>150.04</b>	<b>55.20</b>	<b>5.81</b>	<b>1.13</b>
<i>Adjusted for :</i>					
a. Depreciation	38.37	13.41	2.97	0.45	0.00
b. Interest Expenses & Finance Cost	5.50	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	
c. Other Adjustments					-
d. Interest & Other Income	(0.60)	(4.77)	(1.67)	(0.09)	0.00
<b>Operating profit before working capital changes</b>	<b>351.22</b>	<b>158.68</b>	<b>56.50</b>	<b>6.17</b>	<b>1.13</b>
<i>Adjusted for :</i>					
a. Decrease / (Increase) in Inventories	(409.62)	130.05	(235.96)	0.00	0.00
b. Decrease / (Increase) in trade receivable	274.46	(308.50)	40.11	96.81	(254.39)
b. Decrease / (Increase) in Current Investments	46.63	0.00	0.00	0.00	0.00
c. (Increase) / Decrease in short term loans and advances	(9.00)	(78.87)	(0.20)	29.73	(29.03)
d. Increase / (Decrease) in Trade Payables	(232.75)	176.46	111.33	76.00	363.25
e. Increase / (Decrease) in short term provisions	0.44	19.75	16.38	1.74	0.37
f. Increase / (Decrease) in other current liabilities	(41.00)	14.14	(103.83)	67.19	69.05
g. (Increase) / Decrease in Other Current Assets	(0.34)	1.00	0.04	(1.96)	0.04
<b>Cash generated from operations</b>	<b>(19.96)</b>	<b>112.71</b>	<b>(115.63)</b>	<b>275.68</b>	<b>150.41</b>
Income Tax Paid ( net of refunds )	(36.12)	36.12	16.38	1.74	0.37
<b>Net Cash Generated From Operation</b>	<b>(56.08)</b>	<b>76.59</b>	<b>(132.01)</b>	<b>273.94</b>	<b>150.04</b>
<b>B. Cash Flow From Investing Activities</b>					
a. (Purchase) sale of Fixed Assets	(100.40)	(119.66)	(65.82)	(14.05)	0.00
b. (Purchase) / Sale of non-current investment	6.00	(31.00)	(6.00)	0.00	0.00
c. (Increase) / Decrease in Long term loans and advances	0.00	0.00	65.82	(65.82)	0.00
d. Increase / ( Decrease ) in Long Term Provisions	0.00	0.00	0.00	0.00	0.00
e. (Increase) / Decrease in Other Non Current Assets	0.00	0.00	0.00	(205.51)	(120.32)
f. (Increase) in Misc. Expenses	0.00	0.00	0.00	0.00	0.00
g. Interest & Other Income	0.60	4.77	1.67	0.09	0.00
<b>Net cash (used) in investing activities</b>	<b>(93.80)</b>	<b>(145.89)</b>	<b>(4.33)</b>	<b>(285.29)</b>	<b>(120.32)</b>
<b>C. Cash Flow From Financing Activities</b>					
a. Interest & Finance Cost	(5.50)	0.00	0.00	0.00	0.00

b. Proceeds from share issued / application	210.35	0.00	24.38	0.00	0.00
c. ( Repayments ) / proceeds of long term borrowings	(41.50)	30.39	182.00	0.00	0.00
d. ( Repayments ) / proceeds of short term borrowings	0.00	0.00	0.00	0.00	0.00
<b>Net cash generated/(used) in financing activities</b>	<b>163.35</b>	<b>30.39</b>	<b>206.38</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>13.47</b>	<b>(38.91)</b>	<b>70.04</b>	<b>(11.35)</b>	<b>29.72</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>(0.85)</b>	<b>90.13</b>	<b>20.09</b>	<b>31.44</b>	<b>1.72</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>12.62</b>	<b>51.22</b>	<b>90.13</b>	<b>20.09</b>	<b>31.44</b>

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.
- The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**Annexure – I.1**
**STATEMENT OF SHARE CAPITAL**
**(Rs. in Lakhs)**

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Authorized					
Equity shares of Rs. 10/- each	700.00	350.00	200.00	1.00	1.00
Issued, Subscribed & Fully Paid-up					
Equity shares of Rs. 10/- each	486.39	25.38	25.38	1.00	1.00

Note: The Company has only one class of equity shares of par value ` 10 each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding. No dividend is proposed.

**Reconciliation of No. of Shares Outstanding at the end of the year**
**(No. of Equity Shares)**

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Shares outstanding at the beginning of the year	253,834	253,834	10,000	10,000	10,000
Shares issued during the year	3,220,370	Nil	243,834	Nil	Nil
Bonus Issued during the year	1,389,681	Nil	Nil	Nil	Nil
Share outstanding at the end of the year	4,863,885	253,834	253,834	10,000	10,000

**Details of Shareholding more than 5% of the aggregate shares in the company**

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Roop Kishore Gola</b>					
No. of Shares	770,420	7500	7500	7500	7500
% Holding	15.84	2.95	2.95	75.00	75.00
<b>Rajni Gupta</b>					
No. of Shares	1,801,805	238334	238334	1500	1500
% Holding	37.04	93.89	93.89	15.00	15.00
<b>Avadhesh Kumar Gola</b>					
No. of Shares	7,560	1000	1000	1000	1000
% Holding	0.15	0.39	0.39	10.00	10.00
<b>Image career Limited</b>					
No. of Shares	2,230,900	0.00	0.00	0.00	0.00
% Holding	45.87	0.00	0.00	0.00	0.00

**Annexure – I.2**
**Restated Statement of Reserve & Surplus**
**(Rs. in Lakhs)**

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Statement of Profit &amp; Loss</b>					
Opening balance	142.93	42.84	4.71	0.75	0.00
Add: Profit for the year	223.23	100.09	38.13	3.96	0.76
Add: Excess Provision	0.41	0.00	0.00	0.00	0.00
<b>Profit available for appropriation</b>	<b>366.57</b>	<b>142.93</b>	<b>42.84</b>	<b>4.71</b>	<b>0.75</b>
Less: Utilised for Bonus Issue	250.66	0.00	0.00	0.00	0.00
<b>Balance as at the end of the year</b>	<b>115.91</b>	<b>142.93</b>	<b>42.84</b>	<b>4.71</b>	<b>0.75</b>

<b>Revaluation Reserves</b>	3,423.53	3,423.53	3,423.53	0.00	0.00
<b>Securities Premium Account</b>					
Opening balance	0.00	0.00	0.00	0.00	0.00
Add: Additions during the year	0.00	0.00	0.00	0.00	0.00
Less: Utilised for Bonus Issue	0.00	0.00	0.00	0.00	0.00
<b>Balance as at the end of the year</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Reserve &amp; Surplus</b>	<b>3,539.44</b>	<b>3,566.46</b>	<b>3,466.37</b>	<b>4.71</b>	<b>0.75</b>

### Annexure – I.3

#### Restated Statement of Long Term Borrowings

(Rs. in Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Secured Loans</b>	113.28	0.00	0.00	0.00	0.00
<b>Unsecured Loans</b>					
Advance for Plot	0.00	0.00	4.10	0.00	0.00
Jhandu Lal	0.00	0.00	18.30	0.00	0.00
Deepak Bhatnagar	0.00	2.00	0.00	0.00	0.00
Image Career Limited	(12.00)	159.35	159.61	0.00	0.00
Roop Kishore Gola	63.00	51.00	0.00	0.00	0.00
Rajni Gupta	2.57	0.00	0.00	0.00	0.00
Satya Saran Das	0.05	0.05	0.00	0.00	0.00
Avadhesh Kumar Gola	4.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>170.90</b>	<b>212.40</b>	<b>182.01</b>	<b>0.00</b>	<b>0.00</b>

### Annexure – I.4

#### Restated Statement of Deferred Tax liability/Assets (net)

(Rs. in Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Opening Deferred Tax Liability / (Asset)	14.67	0.80	0.11	0.00	0.00
<b>Deferred Tax Asset</b>					
On the Block of Fixed Assets	0.00	0.00	0.00	0.00	0.00
On Other Items	0.00	0.00	0.00	0.00	0.00
<b>Sub Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Deferred Tax Liability</b>					
On the Block of Fixed Assets	(1.37)	13.87	0.69	0.11	0.00
On Other Items	0.00	0.00	0.00	0.00	0.00
<b>Sub Total</b>	<b>(1.37)</b>	<b>13.87</b>	<b>0.69</b>	<b>0.11</b>	<b>0.00</b>
Net Deferred Tax Liability / (Asset)	13.30	13.87	0.69	0.11	0.00
<b>Closing Deferred Tax Liability / (Asset)</b>	<b>13.30</b>	<b>14.67</b>	<b>0.80</b>	<b>0.11</b>	<b>0.00</b>

### Annexure – I.5

#### Restated Statement of Trade Payables

(Rs. in Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Sundry Creditors	497.19	729.95	553.50	442.17	366.17
<b>Total</b>	<b>497.19</b>	<b>729.95</b>	<b>553.50</b>	<b>442.17</b>	<b>366.17</b>

**Annexure – I.6**
**Restated Statement of Other Current Liabilities**
**(Rs. in Lakhs)**

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Advance received for Plot	0.00	0.00	17.63	121.12	47.76
Duties and Taxes	0.93	45.40	4.76	0.00	3.46
Advance from Debtors	0.00	0.00	8.87	0.00	0.00
Accounting Charges Payable	0.00	0.00	0.00	0.00	0.15
Audit Fees Payable	1.18	1.15	1.15	0.11	0.11
Commission Payable	0.00	0.00	0.00	0.00	17.57
TDS Payable	3.50	0.00	0.00	15.01	0.00
Other Liabilities	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>5.61</b>	<b>46.55</b>	<b>32.41</b>	<b>136.24</b>	<b>69.05</b>

**Annexure – I.7**
**Restated Statement of Short Term Provision**
**(Rs. in Lakhs)**

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Provision for Income Tax	88.28	38.20	18.49	2.11	0.37
Provision for Expenses	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>88.28</b>	<b>38.20</b>	<b>18.49</b>	<b>2.11</b>	<b>0.37</b>

**Annexure – I.8**
**Restated Statement of Fixed Assets**
**(Rs. in Lakhs)**

31-Mar-14	NIL								
31-Mar-15									
Description of Block of Assets	Gross Block			Depreciation			Net Block		
	Value As on	Addi tion	Dele tion	Value As on	As on	For the year	As on	As on	As on
	01-04-2014			31.03.2015	01-04-2014		31.03.2015	31.03.2015	31.03.2014
Tangible Assets									
Furniture and fixtures	0.00	13.12	0.00	13.12	0.00	0.42	0.42	12.70	0.00
Camera	0.00	0.71	0.00	0.71	0.00	0.02	0.02	0.70	0.00
Electric goods	0.00	0.22	0.00	0.22	0.00	0.01	0.01	0.21	0.00
<b>GRAND TOTAL</b>	<b>0.00</b>	<b>14.05</b>	<b>0.00</b>	<b>14.05</b>	<b>0.00</b>	<b>0.45</b>	<b>0.45</b>	<b>13.61</b>	<b>0.00</b>
31-Mar-16									
Description of Block of Assets	Gross Block			Depreciation			Net Block		
	Value As on	Addi tion	Dele tion	Value As on	As on	For the year	As on	As on	As on
	01-04-2015			31.03.2016	01.04.2015		31.03.2016	31.03.2016	31.03.2015
Tangible Assets									
Furniture and fixtures	13.12	5.06	0.00	18.18	0.42	1.60	2.02	16.16	12.70

Camera	0.71	0.00	0.00	0.71	0.02	0.05	0.06	0.65	0.70
Vehicle	0.00	6.00	0.00	6.00	0.00	0.10	0.10	5.90	
Electric goods	0.22	0.00	0.00	0.22	0.01	0.01	0.02	0.20	0.21
Office Equipments	0.00	1.30	0.00	1.30	0.00	0.11	0.11	1.19	0.00
Building Materials	0.00	1.95	0.00	1.95	0.00	0.10	0.10	1.86	0.00
Computer	0.00	6.00	0.00	6.00	0.00	1.00	1.00	5.00	0.00
Land	0.00	3,794.88	0.00	3,794.88	0.00	0.00	0.00	3,794.88	0.00
<b>GRAND TOTAL</b>	<b>14.05</b>	<b>3,815.19</b>	<b>0.00</b>	<b>3,829.24</b>	<b>0.45</b>	<b>2.97</b>	<b>3.41</b>	<b>3,825.83</b>	<b>13.61</b>

<b>31-Mar-17</b>									
<i>Description of Block of Assets</i>	<i>Gross Block</i>				<i>Depreciation</i>			<i>Net Block</i>	
	<i>Value As on</i>	<i>Addition</i>	<i>Deletion</i>	<i>Value As on</i>	<i>As on</i>	<i>For the year</i>	<i>As on</i>	<i>As on</i>	<i>As on</i>
	<b>01-04-2016</b>			<b>31.03.2017</b>	<b>01.04.2016</b>		<b>31.03.2017</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
Tangible Assets									
Furniture and fixtures	18.18	5.40	0.00	23.58	2.02	2.22	4.24	19.34	16.16
Camera	0.71	1.59	0.00	2.31	0.06	0.11	0.17	2.13	0.65
Vehicle	6.00	0.00	0.00	6.00	0.10	1.00	1.10	4.90	5.90
Plant & Machinery	0.00	22.57	0.00	22.57	0.00	1.28	1.28	21.28	0.00
Electric goods	0.22	2.43	0.00	2.65	0.02	0.14	0.16	2.49	0.20
Office Equipments	0.00	0.12	0.00	0.12	0.00	0.01	0.01	0.11	0.00
Air conditioner	1.30	2.59	0.00	3.88	0.11	0.30	0.41	3.48	1.19
Solar System	0.00	0.35	0.00	0.35	0.00	0.00	0.00	0.35	0.00
Building Materials	1.95	6.74	0.00	8.70	0.10	0.99	1.09	7.61	1.86
Cell Phone	0.00	0.48	0.00	0.48	0.00	0.09	0.09	0.39	0.00
Television	0.00	0.50	0.00	0.50	0.00	0.11	0.11	0.39	0.00
Computer	6.00	76.90	0.00	82.90	1.00	7.16	8.16	74.74	5.00
Land	3,794.88	0.00	0.00	3,794.88	0.00	0.00	0.00	3,794.88	3,794.88
<b>GRAND TOTAL</b>	<b>3,829.24</b>	<b>119.66</b>	<b>0.00</b>	<b>3,948.90</b>	<b>3.41</b>	<b>13.41</b>	<b>16.82</b>	<b>3,932.08</b>	<b>3,825.83</b>

<b>31-Mar-18</b>									
<b>Description of Block of Assets</b>	<b>Gross Block</b>				<b>Depreciation</b>			<b>Net Block</b>	
	<b>Value As on</b>	<b>Addition</b>	<b>Deletion</b>	<b>Value As on</b>	<b>As on</b>	<b>For the year</b>	<b>As on</b>	<b>As on</b>	<b>As on</b>
	<b>01-04-2017</b>			<b>31.03.2018</b>	<b>01-04-2017</b>		<b>31.03.2018</b>	<b>31.03.2018</b>	<b>31.03.2017</b>
<b>Tangible Assets</b>									
Furniture & fixtures	23.15	1.71	0.00	24.87	3.82	2.41	6.23	18.65	19.33
Camera	2.29	0.00	0.00	2.29	0.15	0.15	0.31	1.98	2.13
Vehicle	6.00	0.00	0.00	6.00	1.10	1.00	2.10	3.90	4.90
Plant & Machinery	22.57	0.28	0.00	22.85	1.28	1.52	2.80	20.04	21.28
Electric goods	2.64	0.95	0.00	3.59	0.15	0.20	0.36	3.23	2.49
Office Equipments	0.12	0.00	0.00	0.12	0.01	0.01	0.02	0.10	0.11
Air conditioner	3.88	1.90	0.00	5.79	0.41	0.50	0.91	4.88	3.48
Solar System	0.35	14.50	0.00	14.85	0.00	1.48	1.47	13.37	0.35
Building Materials	8.70	2.88	0.00	11.57	1.09	2.14	3.23	8.34	7.61
Cell Phone	0.48	2.08	0.00	2.56	0.09	0.61	0.70	1.86	0.39
Television	0.50	0.00	0.00	0.49	0.11	0.17	0.27	0.22	0.39
Computer	82.90	2.20	0.00	85.10	8.16	28.02	36.19	48.91	74.74
Generator	0.00	3.01	0.00	3.01	0.00	0.13	0.12	2.88	0.00
Inverter	0.00	0.56	0.00	0.56	0.00	0.01	0.01	0.55	0.00
RO System	0.00	0.18	0.00	0.18	0.00	0.03	0.03	0.17	0.00
Land	3,794.88	70.15	0.00	3865.03	0.00	0.00	0.00	3865.03	3,794.88
<b>GRAND TOTAL</b>	<b>3,948.46</b>	<b>100.40</b>	<b>0.00</b>	<b>4048.86</b>	<b>16.37</b>	<b>38.38</b>	<b>54.75</b>	<b>3994.11</b>	<b>3,932.08</b>

**Annexure – I.9**
**Restated Statement of Non-Current Investments**

(Rs. in Lakhs)

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>	<b>31.03.15</b>	<b>31.03.14</b>
8500 Equity Shares of Maagh Advertising & Marketing Services Private Limited	25.00	25.00	0.00	0.00	0.00
60,000 Equity Shares of ADI Shopping (P) Ltd.	0.00	6.00	6.00	0.00	0.00
<b>Total</b>	<b>25.00</b>	<b>31.00</b>	<b>6.00</b>	<b>0.00</b>	<b>0.00</b>

**Annexure – I.10**
**Restated Statement of Long Term Loans and Advances**

(Rs. in Lakhs)

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>	<b>31.03.15</b>	<b>31.03.14</b>
Capital Advances	0.00	0.00	0.00	65.82	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>65.82</b>	<b>0.00</b>

**Annexure – I.11**
**Restated Statement of Other Non-Current Assets**

(Rs. in Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Land	0.00	0.00	0.00	325.83	120.32
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>325.83</b>	<b>120.32</b>

**Annexure – I.12**
**Restated Statement of Inventories**

(Rs. in Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Inventory	515.53	105.91	235.96	0.00	0.00
<b>Total</b>	<b>515.53</b>	<b>105.91</b>	<b>235.96</b>	<b>0.00</b>	<b>0.00</b>

**Annexure – I.13**
**Restated Statement of Trade Receivables**

(Rs. in Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Receivables for the period exceeding 6 months	0.00	0.00	0.00	0.00	0.00
Other Debtors	169.50	440.97	117.46	157.58	254.39
<b>Total</b>	<b>169.50</b>	<b>440.97</b>	<b>117.46</b>	<b>157.58</b>	<b>254.39</b>

**Annexure – I.14**
**Restated Statement of Cash and Cash Equivalents**

(Rs. in Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Balances with banks in current account	6.99	42.40	89.25	18.89	28.26
Cash on hand	5.62	8.82	0.88	1.20	3.18
<b>Total</b>	<b>12.61</b>	<b>51.22</b>	<b>90.13</b>	<b>20.09</b>	<b>31.44</b>

**Annexure – I.15**
**Restated Statement of Short Term Loans and Advances**

(Rs. in Lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Advances recoverable for cash or kind or value to be received	0.00	16.08	0.00	0.00	31.03
ADI Shopping Private Limited	11.24	0.00	0.00	0.00	0.00
Gwet Cold Chain Private Limited	5.31	4.11	0.00	0.00	0.00
National Urban Co-op Bank	35.00	35.00	0.00	0.00	0.00
Royal cars	0.00	14.50	0.00	0.00	0.00
TDS	0.37	0.17	0.00	0.00	0.00
Roop Kishore Gola	0.00	0.00	0.00	0.00	0.00
ICL Spirit Tech	1.50	0.00	0.00	0.00	0.00
Kundles Motors Finance Pvt. Ltd.	11.63	0.00	0.00	0.00	0.00
Security Deposit	1.50	1.50	1.50	1.30	0.00
Ravindra Kumar Maurya	1.00	0.00	0.00	0.00	0.00
Giriraj Financial Services Pvt Ltd	3.50	0.00	0.00	0.00	0.00
Jitendra Kumar Gupta	2.42	0.00	0.00	0.00	0.00
Maneesh Agarwal	1.93	0.00	0.00	0.00	0.00
Suraj Prakash	2.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>77.40</b>	<b>71.35</b>	<b>1.50</b>	<b>1.30</b>	<b>31.03</b>

**Restated Statement of Other Current Assets**
**(Rs. in Lakhs)**

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Misc. Expenditure not written off	0.50	0.04	0.08	0.12	0.16
Advance Tax	1.03	0.00	2.00	2.00	0.00
Advance Salary	0.00	0.00	0.00	0.00	0.00
Rent Advance	0.00	1.04	0.00	0.00	0.00
<b>Total</b>	<b>1.53</b>	<b>1.08</b>	<b>2.08</b>	<b>2.12</b>	<b>0.16</b>

**Annexure –II.1**
**Restated Statement of Revenue from operations**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended				
	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Sale of Products					
Spices	307.26	25.95	0.00	0.00	0.00
Tea	349.57	224.03	37.98	0.00	0.00
Textile - Suiting Shirting	1986.25	645.26	1,284.46	150.00	70.13
Electronics	65.24	0.00	0.00	0.00	0.00
Dhoopbatti	13.79	0.00	0.00	0.00	0.00
Herbal Product	25.26	0.00	0.00	0.00	0.00
Others	0.00	1,560.80	971.27	80.27	0.00
<b>Total</b>	<b>2747.37</b>	<b>2,456.04</b>	<b>2,293.71</b>	<b>230.27</b>	<b>70.13</b>

**Annexure –II.2**
**Restated Statement of Other Income**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended				
	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Interest Received	0.60	1.60	1.40	0.00	0.00
Consultancy Charges	3.00	2.96	0.00	0.00	0.00
Other Sale	7.55	0.22	0.00	0.00	0.00
Interest and Income Tax Refund	0.00	0.00	0.27	0.09	0.00
<b>Total</b>	<b>11.15</b>	<b>4.77</b>	<b>1.67</b>	<b>0.09</b>	<b>0.00</b>

**Annexure –II.3**
**Restated Statement of Changes in Inventory**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended				
	30.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Inventory at the end of the year</b>					
Finished Goods	515.53	105.91	235.96	325.83	120.32
<b>Sub-total</b>	<b>515.53</b>	<b>105.91</b>	<b>235.96</b>	<b>325.83</b>	<b>120.32</b>
<b>Inventory at the beginning of the year</b>					
Finished Goods	105.91	235.96	0.00	120.32	0.00
<b>Sub-total</b>	<b>105.91</b>	<b>235.96</b>	<b>0.00</b>	<b>120.32</b>	<b>0.00</b>
<b>(Increase)/Decrease in Inventories</b>					
Finished goods	(409.62)	130.05	(235.96)	0.00	(120.32)
<b>Total</b>	<b>(409.62)</b>	<b>130.05</b>	<b>(235.96)</b>	<b>(205.51)</b>	<b>(120.32)</b>

**Annexure –II.4**
**Restated Statement of Purchase of Stock In Trade**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended				
	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Fabric	1288.74	0.00	0.00	0.00	0.00
Dhoop	11.34	0.00	0.00	0.00	0.00
Electronics	48.12	0.00	0.00	0.00	0.00
Herbal	31.10	0.00	0.00	0.00	0.00
Spices	357.54	0.00	0.00	0.00	0.00
Tea	494.70	0.00	0.00	0.00	0.00
Other Purchase	0.00	1,158.08	1,439.08	260.15	151.48
<b>Total</b>	<b>2231.54</b>	<b>1,158.08</b>	<b>1,439.08</b>	<b>260.15</b>	<b>151.48</b>

**Annexure –II.5**
**Restated Statement of Other Expenses**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended				
	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Commission paid to other selling agents	357.21	670.46	75.59	150.12	34.60
Accounting Fee	0.00	0.00	0.00	0.00	0.15
Audit Fees	1.18	1.15	1.15	0.11	0.11
Bank Charges	2.58	2.18	1.41	1.56	0.33
Conveyance	3.99	0.80	0.00	0.00	0.00
Advertising Expenses	1.15	1.24	9.84	0.53	0.08
Administrative Expenses	0.00	0.00	4.00	0.28	0.15
Establishment Expenses	0.00	0.00	1.20	0.00	0.00
Donation	0.00	0.00	0.30	0.00	0.00
Directors Salary	16.00	12.00	15.05	0.00	0.00
Insurance expenses	0.41	0.22	0.05	0.00	0.00
Branch expenses	0.00	33.31	10.57	0.00	0.00
Discount on Sales/ Trade Discount	0.00	0.00	532.11	0.00	0.00
Postage expenses	1.06	0.96	2.71	0.00	0.02
Internet Expenses	5.55	4.12	6.68	0.00	0.00
Interest on Income Tax	4.28	1.52	0.00	0.00	0.00
Printing & Stationery	13.76	8.17	11.30	4.64	0.95
Travelling expenses	7.39	18.36	25.51	0.00	0.45
Packaging, Loading, Unloading	0.50	4.72	0.10	0.00	0.00
Freight	2.68	5.35	1.74	0.00	0.00
Refund Booking Advance	0.00	0.00	1.00	0.00	0.00
Preliminary expenses written off	0.04	0.04	0.04	0.04	0.04
Telephone Expenses	1.14	4.77	8.61	0.00	0.00
Power and Fuel	0.94	1.28	6.11	0.00	0.00
Business Promotion	5.22	2.00	9.74	0.00	0.00
Electricity Expenses	1.71	4.95	12.44	0.10	0.00
Labour expenses	1.10	11.18	5.24	0.00	0.00
Generator Expenses	0.00	0.00	0.00	0.04	0.00
Housekeeping	0.00	0.38	1.10	0.05	0.00
Legal expenses	0.00	0.00	2.74	1.05	0.00
Professional Fees	13.84	4.30	2.46	0.00	0.00
Seminar/Conferences	7.05	4.86	10.94	4.92	0.00
Office Expenses	3.88	1.43	3.84	0.08	0.00
Rent	36.54	28.72	39.60	1.76	0.00
Repair and Maintenance	16.09	6.22	23.87	0.97	0.00
Repair & Maintenance - Building	0.00	3.65	11.32	0.32	0.00
Uniform expenses	1.60	0.00	0.00	0.00	0.00
Misc. Expenses	0.00	1.80	4.95	0.00	0.00

R M Expenses	1.52	0.00	0.00	0.00	0.00
Festival & Bonanza Exp.	1.12	0.00	0.00	0.00	0.00
Tour & Travels Exp.	6.42	0.00	0.00	0.00	0.00
<b>Total</b>	<b>515.95</b>	<b>840.14</b>	<b>843.30</b>	<b>166.55</b>	<b>36.88</b>

## Annexure –II.6

### Restated Statement of Employees Benefit Expenses

(Rs. in Lakhs)

Particulars	For the FY/Period ended				
	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Salaries and Wages	63.25	164.20	171.70	2.86	0.97
Staff Welfare	5.57	4.90	19.09	0.05	0.00
<b>Total</b>	<b>68.82</b>	<b>169.10</b>	<b>190.79</b>	<b>2.91</b>	<b>0.97</b>

## Annexure –IV

### Statement of Significant Accounting Policies

#### 1. SIGNIFICANT ACCOUNTING POLICIES

##### 1.1 Basis of Preparation of Financial Statements:

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rule 7 of the companies (Accounts) rules 2015. The financial statements are prepared on accrual basis under the historical cost convention, except for certain fixed Assets which are carried at revalued amounts. The financial statements are presented in Indian rupees.

##### 1.2 Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

##### 1.3 Depreciation :

Depreciation on all Non-Current Assets is provided to the extent of depreciable amount on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect to the following assets, where useful life is different than those prescribed in Schedule II are used. Assets costing less than ` 5,000/- are expenses off in the year of purchase.

##### 1.4 Accounting for Taxes on Income :

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

### **1.5 Earnings per Share:**

Basic earnings per share are 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.

### **1.6 Provisions and Contingent Liabilities :**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an out flow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on Management estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current Management estimates. Contingent liabilities are not recognized but are disclosed in Notes.

### **1.7 Revenue Recognition:**

- a. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is reasonably certain, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably.
- b. Revenue from the sale of goods includes excise duty and is net of returns, sales tax and applicable trade discount and allowances.
- c. Dividend income is accounted when the company's right to receive dividend is established.
- d. Interest income is recognized on time proportion basis, taking into account outstanding amount and the applicable interest rate.

### **1.8 Leases:**

Operating lease:

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lesser are classified as operating lease. Lease payments/revenue under operating leases is recognized as an expense/ income on accrual basis in accordance with the respective lease agreements.

### **1.9 Investments:**

Non-current investments are carried at cost less any other than temporary diminution in value determined separately for each individual investments. The reduction in the carrying amount is reversed when there is a rise in the value of the investments or if the reasons for the reduction no longer exist. Any reduction in the carrying amount and any reversal in such reductions are charged or credited to the statement of profit and loss.

### 1.10 Employee Benefits

Defined benefit plans

The company has not made provision for long term benefits like gratuity etc as required under AS-15-Employee Benefits since it is estimated not a material amount keeping in view the nature, circumstances and size of the company.

### Annexure –V

#### Notes to the Re-stated Financial Statements

##### 1. Non-adjustment Items:

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the last five years.

##### 2. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

##### 3. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises. There are no micro and small enterprises, as defined in the micro and small enterprises development act, 2006, to whom the company owes dues on account of principal amount together with the interest and accordingly no additional disclosures have been made.

The above information regarding micro and small enterprises has been determined to the extent such parties have been indentified on the basis of information available with the company. This has been relied upon by the auditors.

4. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.
5. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.
6. As required under SEBI ICDR Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

#### 7. Material Adjustments

##### In Profit and Loss Account

(Rs. in Lakhs)

Particulars	For the FY/Period ended				
	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Profit After Tax as per Books of Accounts</b>	<b>223.23</b>	<b>100.09</b>	<b>38.17</b>	<b>5.74</b>	<b>1.13</b>
Non-Provision of Tax	0.00	0.00	0.00	1.74	0.37
Prior Period Expenses adjusted in earlier years	0.04	0.04	0.04	0.04	0.00
<b>Restated Profit After Tax</b>	<b>223.19</b>	<b>100.05</b>	<b>38.13</b>	<b>3.96</b>	<b>0.76</b>

The impact of the above has been suitably incorporated in the restated balance sheet.

**Annexure –VI**
**Statement of Accounting & Other Ratios, As Restated**

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Net Profit as restated (Rs. In Lakhs)	223.19	100.05	38.13	3.96	0.76
Net Worth (Rs. In Lakhs)	602.30	168.31	68.22	5.71	1.75
Return on Net worth (%)	37.06	59.44	55.89	69.35	43.43
Equity Share at the end of year (in Nos.)	4,863,885	253,834	253,834	10,000	10,000
(Face Value of Rs. 10)	10.00	10.00	10.00	10.00	10.00
Weighted No. of Equity Shares	4,108,930	253,834	12,004	10,000	10,000
Weighted No. of Equity Shares considering bonus in all the prior periods presented	4,108,930	2,760,385	2,518,555	2,516,551	2,516,551
Basic & Diluted Earnings per Equity Share	5.43	39.42	317.64	39.60	7.60
Basic & Diluted Earnings per Equity Share considering bonus in all the prior years presented	5.43	3.62	1.51	0.16	0.03
Net Asset Value/Book Value per Equity share (Based on no of share at the end of year)	12.38	66.31	26.88	57.10	17.50

Note:-

- Earnings per share (Rs.) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year
- Return on Net worth (%) = Restated Profit after taxation / Net worth x 100
- Net asset value/Book value per share ( ` ) = Net worth / No. of equity shares
- The Company does not have any revaluation reserves or extra-ordinary items.

**Annexure –VII**
**Statement of Capitalization, As Restated**
**(Rs. in Lakhs)**

Particulars	Pre Issue	Post Issue*
	As at 31.03.2018	
<b>Debt :</b>		
Short term debt	0.00	0.00
Long term debt	170.90	170.90
<b>Total Debt</b>	<b>170.90</b>	<b>170.90</b>
<b>Shareholders Funds</b>		
Equity Share Capital	486.39	696.39
Reserves and Surplus (After Revaluation Reserves)	118.10	1,575.60
Less: Misc. Expenditure	0.50	0.00
<b>Total Shareholders' Funds</b>	<b>603.99</b>	<b>2,271.99</b>
Long Term Debt/ Shareholders' Funds	0.28	0.08
Total Debt / Shareholders Fund	0.28	0.08

**Annexure –VIII**
**Statement of Tax Shelter, As Restated**
**(Rs. in Lakhs)**

Particulars	As At				
	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Profit Before Tax as per books of accounts</b>	307.95	150.04	55.20	5.81	1.13
-- Normal Tax rate					
	0.28	0.33	0.31	0.32	0.32
-- Minimum Alternative Tax rate	0.20	0.20	0.20	0.20	0.19
-- Short Term Capital Gain U/S 111(A)	0.00	0.00	0.00	0.00	0.00
<b>Notional Tax at normal rates</b>	84.72	49.62	17.06	1.89	0.37
<b>Tax at Special Rate</b>	0.00	0.00	0.00	0.00	0.00
<b>Total Tax (A)</b>	84.72	49.62	17.06	1.89	0.37
<b>Permanent differences</b>					
Other adjustments					
Disallowances	4.28	0.00	0.00	0.00	0.00
<b>Total (B)</b>	<b>4.28</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Timing Differences</b>					
Depreciation as per Books	38.37	13.41	2.97	0.45	0.00
Depreciation as per Income Tax	33.05	55.56	5.21	0.92	0.00
Difference between tax depreciation and book depreciation	5.32	(42.15)	(2.24)	(0.47)	0.00
Other adjustments	0.00	0.00	0.00	0.00	0.00
Foreign income included in the statement	0.00	0.00	0.00	0.00	0.00
<b>Total (C)</b>	<b>5.32</b>	<b>(42.15)</b>	<b>(2.24)</b>	<b>(0.47)</b>	<b>0.00</b>
<b>Net Adjustments (B+C)</b>	<b>5.32</b>	<b>(42.15)</b>	<b>(2.24)</b>	<b>(0.47)</b>	<b>0.00</b>
Tax expense/(savings) thereon (D)	1.37	(13.94)	(0.69)	(0.15)	0.00
<b>Total Taxation (E = A+D)</b>	<b>86.09</b>	<b>35.68</b>	<b>16.37</b>	<b>1.73</b>	<b>0.37</b>
Brought forward losses set off (Depreciation)	0.00	0.00	0.00	0.00	0.00
Tax effect on the above (F)	0.00	0.00	0.00	0.00	0.00
Net tax for the year/period (E+F)	86.09	35.68	16.37	1.73	0.37
Interest on Delay in Tax Payment	6.91	0.00	0.00	0.00	0.00
Net Payable	93.00	35.68	16.37	1.73	0.37
MAT Credit Utilised	0.00	0.00	0.00	0.00	0.00
Tax Payable for the year	93.00	35.68	16.37	1.73	0.37
Tax payable as per MAT	62.79	30.59	11.25	1.18	0.21
Tax expense recognised	93.00	36.12	16.38	1.74	0.37

**Annexure –IX**
**Statement of Principle Terms of Secured Loans and Assets Charged as Security**

Company has taken secured loan from Allahabad Bank dated 27.09.2017 against hypothecation of finished goods, consumables, packing material against charge created amounting to rupees 119,00,000/-. Outstanding balance as on 31.03.2018 is Rupees 11,328,029/-

**Annexure –X**
**Statement of Related Parties & Transactions**

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

Name of the key managerial personnel/entity	Relationship
Roop Kishore Gola	Promoter /Managing Director
Avadhesh Kumar Gola	Promoter/CFO (KMP)
Rajni Gupta	Promoter
Image Career Limited	Promoter Company
Maagh Advertising & Marketing Services Private Limited	Subsidiary Company
Adi Shopping Private Limited	Group Company
Gwet Cold chain Private Limited	Group Company
ICL Spirit Tech	Group entity
Kundles Motors Finance Pvt. Ltd.	Group Company
Giriraj Financial Services Pvt. Ltd.	Group Company

#### Transactions with Related Parties:

(Rs. in lakhs)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Remuneration</b>					
Roop Kishore Gola	8.50	6.00	6.25	0.00	0.00
Avadhesh Kumar Gola	7.50	6.00	6.00	0.00	0.00
<b>Sales</b>					
Image career Limited	0.00	0.00	0.00	0.00	0.00
<b>Long Term Investments</b>					
8500 Equity Shares of Maagh Advertising & Marketing Services Private Limited	25.00	25.00	0.00	0.00	0.00
60000 Equity Shares of ADI Shopping (P) Ltd	0.00	6.00	6.00		
<b>Unsecured Loans Received</b>					
Image career Limited	8.00	48.25	0.07	374.75	0.00
Roop Kishore Gola	63.00	51.00	0.00	0.00	0.00
Rajni Gupta	4.00	0.00	0.00	0.00	0.00
Avadhesh Kumar Gola	4.00	0.00	0.00	0.00	0.00
<b>Unsecured Loans Repaid</b>					
Image career Limited	179.35	48.51	215.21	0.00	0.00
Roop Kishore Gola	51.00	0.00	0.00	0.00	0.00
<b>Unsecured Loans Closing Balance</b>					
Image career Limited	(12.00)	159.35	159.61	374.75	0.00
Roop Kishore Gola	63.00	51.00	0.00	0.00	0.00
Rajni Gupta	2.57	0.00	0.00	0.00	0.00
Avadhesh Kumar Gola	4.00	0.00	0.00	0.00	0.00
<b>Loans &amp; Advances (Asset)</b>					
<i>Given by Company</i>					
Adi Shopping Private Limited	11.24	9.00	0.00	0.00	0.00
Gwet Cold chain Private Limited	1.20	4.11	0.00	0.00	0.00
ICL Spirit Tech	1.50	0.00	0.00	0.00	0.00
Kundles Motors Finance Pvt. Ltd.	11.63	0.00	0.00	0.00	0.00
Giriraj Financial Services Pvt. Ltd.	3.50	0.00	0.00	0.00	0.00
Jitendra Kumar Gupta	2.42	0.00	0.00	0.00	0.00
<i>Received Back by Company</i>	0.00	0.00	0.00	0.00	0.00

<i>Outstanding</i>					
Adi Shopping Private Limited	14.24	9.00	0.00	0.00	0.00
Gwet Cold chain Private Limited	5.31	4.11	0.00	0.00	0.00
ICL Spirit Tech	1.50	0.00	0.00	0.00	0.00
Kundles Motors Finance Pvt. Ltd.	11.63	0.00	0.00	0.00	0.00
Giriraj Financial Services Pvt. Ltd	3.50	0.00	0.00	0.00	0.00
Jitendra Kumar Gupta	2.42	0.00	0.00	0.00	0.00

**Annexure –XI**

**Statement of Dividends**

No Dividend Paid Till Date

**Annexure –XII**

**Changes in the Significant Accounting Policies**

There have been no changes in the accounting policies of the company for the period covered under audit.

**Annexure –XIII**

**Contingent Liabilities**

There is no contingent liability of the company as on March 31, 2018.

## AUDITORS' REPORT ON CONSOLIDATED FINANCIALS

**To,**  
**The Board of Directors**  
**ICL Multitrading India Limited**  
A-105, Sector 63 Noida,  
Gautam Buddha Nagar,  
Uttar Pradesh – 201 307

Dear Sirs,

We have examined the Consolidated Restated Summary Financial Statements and Other Financial Information of **ICL Multitrading Limited and its Subsidiary viz Maagh Advertising & Marketing Services Private Limited and its step down subsidiary RMB Tradelinks Private Limited**; for the financial years ended March 31, 2018 and 2017 based on the audited financial statements reviewed by us annexed to this report and initialled by us for identification. The said Restated Summary Financial Statements and Other Financial Information have been prepared for the purposes of inclusion in the Draft Prospectus /Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:

- i. Section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act");
- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') issued by the Securities and Exchange Board of India ('SEBI'); and the related clarifications issued by the Securities and Exchange Board of India as amended to date;
- iii. The terms of our letter of engagement dated June 18, 2018 with the Company requesting us to carry out assignment in connection with the Offer Document being issued by the Company for its proposed IPO.
- iv. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of the ICL Multitrading India Limited, we, M/s. Saroj Kumar Jha & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.
- v. Audit of the consolidated financial statements for the financial years ended March 31, 2018 and 2017 have been conducted by Company's Statutory Auditor, M/s Saroj Kumar Jha & Associates, Chartered Accountants, Noida. The same have been reviewed and re-audited by us as required under the SEBI ICDR Regulations solely for the purpose of this restatement.
- vi. The Proposed public issue will be for a fresh issue of equity shares of Rs. 10 each, at the issue price of Rs. 85 per share through fixed price method.
- vii. Financial Information of the Company

The Consolidated Restated Summary financial Statements and Other Financial Information have been prepared by the Company and approved by the Board of Directors of the Company.

### **A. Restated Summary Financial Statements:**

1. We have examined the attached 'Consolidated Summary financial Statement of Assets and Liabilities, As Restated' (Annexure I) as at March 31, 2018 and 2017 have been examined and the attached 'Consolidated Summary Statement of Profits and Losses, As Restated' (Annexure II) and the attached 'Consolidated Summary Statement of Cash Flows, As Restated' (Annexure III) for the financial years ended March 31, 2018 and 2017 which have been extracted by the management and approved by the board of directors. Representations have been taken from the management for the additional

information for these years. (Annexure I, II and III are collectively referred to in this report as the "Consolidated Restated Summary Financial Statements").

2. The Consolidated Restated Summary Financial Statements are after making adjustments and regroupings as in our opinion were appropriate and more fully described in the 'Statement of Significant Accounting Policies' and 'Notes to the Re-stated Financial Statements' (Annexure IV) and (Annexure V) respectively.
3. In accordance with the requirements of section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 and terms of our engagement agreed with the company, and based on our examination of the Restated Summary Statements, we confirm that:
  - a. The Consolidated Restated summary Financial Statement - the Consolidated restated summary statement of assets and liabilities, the Consolidated restated summary statement of profit and loss, and the Consolidated restated summary statement of cash flow ("summary statements") of the company, for the financial years ended March 31, 2018 has been examined by us, as set out in annexure-I, II and III to this report read with and subject to the adjustment in Annexure V - Notes to the Consolidated restated Financial statements and other observations as given herein after, are after making material adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes to the financial statements (refer annexure- IV & V).
  - b. Based on and subject to our comments as above, we are of the opinion that restated financial information have been made after incorporating:
    - i. Adjustments if any, made for the changes in Accounting Policies and Estimates adopted by the Company with retrospective effect to reflect the significant accounting policies being adopted by company as on March 31, 2018 are explained in annexure V to this report.
    - ii. The "Restated Summary Financial Statements" have to be read in conjunction with the Significant Accounting Policies and Notes given in Annexure IV of this report.
    - iii. Amounts if any, relating to adjustments for previous years have been identified and adjusted in the statements in the year to which they relate;
    - iv. There are no extra-ordinary items that need to be disclosed separately in the Restated Summary financial Statements;
    - v. There are no qualifications in auditor's reports for incorrect accounting policies that require Adjustment in the Restated Summary Statements.

Summary of significant accounting policies adopted by the Company and material adjustments carried out in the preparation of the Restated Summary Statements & the significant notes to thereto be enclosed as Annexure IV and Annexure V to this report.

## **B. Other Financial Information:**

4. At the request of the company, we have also examined the following Consolidated financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
  - i. Restated Statement of Share Capital - Annexure - I.1;
  - ii. Restated Statement of Reserve & Surplus - Annexure - I.2 ;
  - iii. Restated Statement of Long Term Borrowings - Annexure I.3;
  - iv. Restated Statement of Deferred Tax liability/Assets (net)- Annexure I.4;
  - v. Restated Statement of Trade Payables - Annexure I.5;
  - vi. Restated Statement of Other Current Liabilities - Annexure I.6;
  - vii. Restated Statement of Short Term Provision - Annexure I.7;
  - viii. Restated Statement of Non-Current Investments - Annexure I.8;
  - ix. Restated Statement of Long Term Loans and Advances - Annexure I.9;
  - x. Restated Statement of Inventories - Annexure I.10;
  - xi. Restated Statement of Trade Receivables - Annexure I.11;
  - xii. Restated Statement of Cash and Cash Equivalents - Annexure I.12;
  - xiii. Restated Statement of Short Term Loans and Advances - Annexure I.13;

- xiv. Restated Statement of Revenue from operations - Annexure II.1;
- xv. Restated Statement of Other Income - Annexure II.2;
- xvi. Restated Statement of Changes in Inventory - Annexure II.3;
- xvii. Restated Statement of Purchase of Stock In Trade - Annexure II.4;
- xviii. Restated Statement of Other Expenses - Annexure II.5;
- xix. Restated Statement of Employees Benefit Expenses - Annexure II.6;

**Other Annexure:**

- Annexure IV : Statement of Significant Accounting Policies
- Annexure V : Notes to the Re-stated Financial Statements
- Annexure VI : Statement of Accounting & Other Ratios, As Restated
- Annexure VII : Statement of Capitalization, As Restated
- Annexure VIII : Statement of Tax Shelter, As Restated
- Annexure IX : Statement of Principle Terms of Secured Loans and Assets Charged as Security.
- Annexure X : Statement of Related Parties & Transactions.
- Annexure XI : Statement of Dividends.
- Annexure XII : Changes in the Significant Accounting Policies.
- Annexure XII : Contingent Liabilities.

5. In our opinion, the Restated Summary Financial Statements and the other Financial Information set forth in Annexure I to XVII read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

6. This report should not in any way construed as a reissuance or redrafting of any of the previous audit report issued by us or by any other firm of Chartered Accountants nor should this report be construed as new opinion on any of the financial statement referred to therein.
7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
8. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**As per our Report Attached**

Thanking you,

Yours faithfully,

**For Saroj Kumar Jha & Associates**

Chartered Accountants  
FRN: 016303N

CA Saroj Kumar Jha  
Partner  
Membership No: 097048

Date: June 20, 2018

## CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Particulars	Note No.	31.03.18	31.03.17	31.03.16
<b>Equity &amp; Liabilities</b>				
<b>Shareholders Fund</b>				
<b>Share capital</b>	<b>I.1</b>	<b>486.39</b>	<b>25.38</b>	<b>25.38</b>
Reserves and surplus	I.2	3,706.59	3,657.96	3,469.15
Less Revaluation Reserve		3,423.53	3,423.53	3,423.53
Reserves (Net of revaluation reserves)		283.06	234.43	45.62
<b>Total Shareholder's Fund</b>		<b>769.45</b>	<b>259.81</b>	<b>71.00</b>
<b>Minority Interest</b>		<b>55.19</b>	<b>64.48</b>	<b>15.40</b>
<b>Non Current Liabilities</b>				
Long Term Borrowings	I.3	170.90	243.06	212.67
Long term provisions		-	-	-
Deferred Tax Liability	I.4	44.32	31.76	0.93
<b>Total Non Current Liabilities</b>		<b>215.22</b>	<b>274.82</b>	<b>213.60</b>
<b>Current Liabilities</b>				
Short Term Borrowings		-	-	-
Trade Payables	I.5	1,195.37	1,318.91	575.05
Other Current Liabilities	I.6	40.26	77.37	33.10
Short Term Provisions	I.7	96.93	41.81	17.52
<b>Total Current Liabilities</b>		<b>1,332.56</b>	<b>1,438.09</b>	<b>625.67</b>
<b>Total Equity &amp; Liability</b>		<b>2,372.42</b>	<b>2,037.20</b>	<b>925.67</b>
<b>Non-Current Assets</b>				
a) Fixed Assets				
Tangible Assets		4,209.50	4,159.15	3,827.55
Intangible Assets		-	10.72	-
<b>Total Fixed Assets (a)</b>		<b>4,209.50</b>	<b>4,169.87</b>	<b>3,827.55</b>
Less : Revaluation Reserve		3,423.53	3,423.53	3,423.53
<b>Net Block after adjustment for Revaluation Reserve</b>		<b>785.97</b>	<b>746.34</b>	<b>404.02</b>
b) Non Current Investments	I.8	261.39	281.27	28.61
c) Long Term Loans and Advances	I.9	105.00	105.00	-
d) Other Non Current Assets		-	-	-
<b>Total Non Current Assets</b>		<b>1,152.36</b>	<b>1,132.61</b>	<b>432.63</b>
<b>Current assets</b>				
Current Investments		-	-	-
Inventories	I.10	515.52	109.47	237.80
Trade Receivables	I.11	579.73	691.22	183.38
Cash and Cash Equivalents balances	I.12	45.88	28.03	65.82
Short Term Loans and advances	I.13	78.93	75.87	6.04
Other Current Assets		-	-	-
<b>Total Current Assets</b>		<b>1,220.06</b>	<b>904.59</b>	<b>493.04</b>
<b>Total Assets</b>		<b>2,372.42</b>	<b>2,037.20</b>	<b>925.67</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**Annexure II**
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>Note No.</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
<b>Income</b>				
Revenue from Operations	II.1	5,295.49	5,162.32	2,418.25
Other Income	II.2	26.49	24.02	2.66
Changes in Inventory	II.3	409.62	(128.32)	227.55
<b>Total Revenue</b>		<b>5,731.60</b>	<b>5,058.02</b>	<b>2,648.46</b>
<b>Expenditure</b>				
Cost of Purchases	II.4	4,562.14	3,618.92	1,516.27
Other Expenses	II.5	534.23	894.15	853.26
Employee Benefit Expenses	II.6	80.82	238.97	216.35
<b>Total</b>		<b>5,177.19</b>	<b>4,752.04</b>	<b>2,585.88</b>
<b>Profit Before Interest, Depreciation and Tax</b>		<b>554.41</b>	<b>305.98</b>	<b>62.58</b>
Depreciation		100.02	35.79	3.86
<b>Profit Before Interest and Tax</b>		<b>454.39</b>	<b>270.19</b>	<b>58.72</b>
Financial Charges		5.50	0.06	0.18
<b>Profit before Taxation</b>		<b>448.89</b>	<b>270.13</b>	<b>58.54</b>
Provision for Taxation		116.17	60.13	17.52
Provision for Deferred Tax		13.10	27.92	0.84
<b>Total</b>		<b>129.27</b>	<b>88.05</b>	<b>18.36</b>
<b>Profit After Tax but Before Extra ordinary Items</b>		<b>319.62</b>	<b>182.08</b>	<b>40.18</b>
Extraordinary Items		-	-	-
Profit Attributable to Minority Shareholders		13.73	9.53	1.40
<b>Net Profit after adjustments</b>		<b>305.89</b>	<b>172.55</b>	<b>38.78</b>
<b>Net Profit Transferred to Balance Sheet</b>		<b>305.89</b>	<b>172.55</b>	<b>38.78</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**CONSOLIDATED STATEMENT OF CASH FLOW**
**(Rs. In Lakh)**

<b>PARTICULARS</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax	<b>448.89</b>	<b>270.14</b>	<b>58.53</b>
<i>Adjusted for :</i>			
a. Depreciation	100.02	35.79	3.86
b. Interest Expenses & Finance Cost	5.50	0.06	0.18
c. Other Adjustments	-	-	-
d. Interest & Other Income	(15.94)	(18.82)	(0.27)
<b>Operating profit before working capital changes</b>	<b>538.47</b>	<b>287.17</b>	<b>62.30</b>
<i>Adjusted for :</i>			
a. Decrease /(Increase) in Inventories	(409.62)	128.32	88.04
b. Decrease / ( Increase ) in trade receivable	79.41	(507.84)	(25.80)
b. Decrease / ( Increase ) in Current Investments	-	-	-
c. (Increase) / Decrease in short term loans and advances	(3.06)	(174.82)	(2.58)
d. Increase / ( Decrease ) in Trade Payables	(123.54)	743.86	310.79
e. Increase / (Decrease) in short term provisions	56.86	24.29	17.52
f. Increase / ( Decrease ) in other current liabilities	(35.21)	44.27	(103.14)
g. (Increase) / Decrease in Other Current Assets	-	-	-
<b>Cash generated from operations</b>	<b>103.31</b>	<b>545.25</b>	<b>347.13</b>
Income Tax Paid ( net of refunds )	(57.78)	(41.81)	17.52
<b>NET CASH GENERATED FROM OPERATION</b>	<b>45.53</b>	<b>503.44</b>	<b>364.65</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITES</b>			
a. (Purchase) Sale of Fixed Assets	(51.51)	(331.60)	(417.63)
b. (Purchase) / Sale of non-current investment	(132.90)	(258.78)	39.49
c. (Increase) / Decrease in Long term loans and advances	-	-	-
d. Increase / ( Decrease ) in Long Term Provisions	-	-	-
e. ( Increase ) / Decrease in Other Non Current Assets	-	-	-
f. (Increase) in Misc. Expenses	-	-	-
g. Interest & Other Income	15.94	18.82	0.27
<b>Net cash (used) in investing activities</b>	<b>(168.47)</b>	<b>(571.56)</b>	<b>(377.87)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITES</b>			
a. Interest & Finance Cost	(5.50)	(0.06)	(0.19)
b. Proceeds from share issued / application	210.35	-	24.38
c. ( Repayments ) / proceeds of long term borrowings	(41.50)	30.39	34.76
d. ( Repayments ) / proceeds of short term borrowings	-	-	-
<b>Net cash generated/(used) in financing activities</b>	<b>163.35</b>	<b>30.33</b>	<b>58.95</b>
<b>Net Increase/(Decrease) in cash &amp; cash equivalents</b>	<b>40.41</b>	<b>(37.79)</b>	<b>45.73</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>5.47</b>	<b>65.82</b>	<b>20.09</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>45.88</b>	<b>28.03</b>	<b>65.82</b>

**Notes:**

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year

The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**Restated Statement of Share Capital**
**(Rs. In Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Authorised			
Equity shares of Rs. 10/- each	700.00	350.00	200.00
Issued, Subscribed & Fully Paid-up			
Equity shares of Rs. 10/- each	486.39	25.38	25.38

Note: The Company has only one class of equity shares of par value ` 10 each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding. No dividend is proposed.

**Reconciliation of No. of Shares Outstanding at the end of the year**
**(No. of Equity Shares)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Shares outstanding at the beginning of the year	253,834	253,834	10,000
Shares issued during the year	2,103,500	-	243,834
Bonus Issued during the year	2,506,551	-	-
Share outstanding at the end of the year	4,863,885	253,834	253,834

**Details of Shareholding more than 5% of the aggregate shares in the company**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
<b>Roop Kishore Gola</b>			
No. of Shares	770,420	7,500	7,500
% Holding	15.84	2.95	2.95
<b>Rajni Gupta</b>			
No. of Shares	1,801,805	238,334	238,334
% Holding	37.04	93.89	93.89
<b>Image career Limited</b>			
No. of Shares	2,230,900		
% Holding	45.87	-	

**Annexure – I.2**
**Restated Statement of Reserve & Surplus**
**(Rs. In Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
<b>Statement of Profit &amp; Loss</b>			
Opening balance	145.12	45.03	6.85
Add: Profit for the year	301.07	172.56	38.77
<b>Total</b>	<b>446.19</b>	<b>217.59</b>	<b>45.62</b>
<b>Consolidation Adjustment</b>	<b>0.41</b>	-	-
	<b>446.60</b>	<b>217.59</b>	<b>45.62</b>
Less: Utilised for Bonus Issue	250.66	-	-
<b>Balance as at the end of the year</b>	<b>195.94</b>	<b>217.59</b>	<b>45.62</b>
Capital Reserve	87.12	16.84	(0.00)
Revaluation Reserves	3,423.53	3,423.53	3,423.53
<b>Total Reserve &amp; Surplus</b>	<b>3,706.59</b>	<b>3,657.96</b>	<b>3,469.15</b>

**Annexure – I.3**
**Restated Statement of Long Term Borrowings**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
<b>Secured Loans</b>	113.28	-	-
<b>Unsecured Loans</b>			
Deepak Bhatnagar	-	2.00	
Image Career Limited	(12.00)	159.35	159.61
Roop Kishore Gola	63.00	51.00	
Rajni Gupta	2.57	-	
Satya Saran Das	0.05	0.05	
Avadhesh Kumar Gola	4.00	-	
Jhandu Lal			18.30
Laxman Singh			1.36
Sheela Saxena		-	2.74
Dev Dutt Kaushik		30.66	30.66
<b>Total</b>	<b>170.90</b>	<b>243.06</b>	<b>212.67</b>

**Annexure – I.4**
**Restated Statement of Deferred Tax liability/Assets (net)**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Opening Deferred Tax Liability / (Asset)	31.76	0.93	0.11
<b>Deferred Tax Asset</b>			
On the Block of Fixed Assets	0.54	(2.91)	0.02
On Other Items	-	-	-
<b>Sub Total</b>	<b>0.54</b>	<b>(2.91)</b>	<b>0.02</b>
<b>Deferred Tax Liability</b>			
On the Block of Fixed Assets	13.10	27.92	0.84
On Other Items	-	-	-
<b>Sub Total</b>	<b>13.10</b>	<b>27.92</b>	<b>0.84</b>
Net Deferred Tax Liability / (Asset)	12.56	30.83	0.82
<b>Closing Deferred Tax Liability / (Asset)</b>	<b>44.32</b>	<b>31.76</b>	<b>0.93</b>

**Annexure – I.5**
**Restated Statement of Trade Payables**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Sundry Creditors	1,195.37	1,318.91	575.05
<b>Total</b>	<b>1,195.37</b>	<b>1,318.91</b>	<b>575.05</b>

**Annexure – I.6**
**Restated Statement of Other Current Liabilities**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Duties and Taxes	4.42	46.37	-
Advance from Debtors	-	-	17.63
Audit Fees Payable	1.18	2.08	1.15
TDS Payable	-	-	-
Other Liabilities	34.66	28.92	14.32
<b>Total</b>	<b>40.26</b>	<b>77.37</b>	<b>33.10</b>

**Annexure – I.7**
**Restated Statement of Short Term Provision**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Provision for Income Tax	93.34	41.81	17.52
Provision for Expenses	3.59	-	-
<b>Total</b>	<b>96.93</b>	<b>41.81</b>	<b>17.52</b>

**Annexure – I.8**
**Restated Statement of Non-Current Investments**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
3RD ROCK MULTIMEDIA LIMITED	218.00	218.00	-
FDR	5.44	52.07	28.61
Others	37.95	11.20	-
<b>Total</b>	<b>261.39</b>	<b>281.27</b>	<b>28.61</b>

**Annexure – I.9**
**Restated Statement of Long Term Loans & Advances**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Business Advances	105.00	105.00	-
<b>Total</b>	<b>105.00</b>	<b>105.00</b>	<b>-</b>

**Annexure – I.10**
**Restated Statement of Inventories**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Inventory	515.52	109.47	237.80
<b>Total</b>	<b>515.52</b>	<b>109.47</b>	<b>237.80</b>

**Annexure – I.11**
**Restated Statement of Trade Receivables**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Receivables for the period exceeding 6 months	-	-	-
Other Debtors	579.73	691.22	183.38
<b>Total</b>	<b>579.73</b>	<b>691.22</b>	<b>183.38</b>

**Annexure – I.12**
**Restated Statement of Cash and Cash Equivalents**
**(Rs. in Lakhs)**

<b>Particulars</b>	<b>31.03.18</b>	<b>31.03.17</b>	<b>31.03.16</b>
Balances with banks in current account	38.31	12.06	64.12
Cash on hand	7.57	15.97	1.70
<b>Total</b>	<b>45.88</b>	<b>28.03</b>	<b>65.82</b>

**Annexure – I.13**
**Restated Statement of Short Term Loans and Advances**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended		
	31.03.18	31.03.17	31.03.16
Advances recoverable for cash or kind or value to be received	-	16.08	-
ADI Shopping Private Limited	11.24	-	-
Gwet Cold Chain Private Limited	5.31	4.11	-
National Urban Co-op Bank	35.00	35.00	-
Royal cars	-	14.50	-
TDS	0.37	0.17	-
Roop Kishore Gola	-	3.00	2.00
ICL Spirit Tech	1.50	-	-
Kundles Motors	11.63	-	-
Security Deposit	1.50	3.01	1.75
Ravindra Kumar Maurya	1.00	-	-
Giriraj Financial Services Pvt Ltd	3.50	-	-
Jitendra Kumar Gupta	2.42	-	-
Maneesh Agarwal	1.93	-	-
Suraj Prakash	2.00	-	-
Other	1.53	-	2.29
<b>Total</b>	<b>78.93</b>	<b>75.87</b>	<b>6.04</b>

**Annexure –II.1**
**Restated Statement of Revenue from operations**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended		
	31.03.18	31.03.17	31.03.16
Sale of Products - ICL Multitrading	2,747.37	2,456.04	2,297.87
Operating Revenue - Subsidiaries	2,548.12	2,706.28	120.38
<b>Total</b>	<b>5,295.49</b>	<b>5,162.32</b>	<b>2,418.25</b>

**Annexure –II.2**
**Restated Statement of Other Income**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended		
	31.03.18	31.03.17	31.03.16
Interest Received	15.94	18.82	1.40
Consultancy Charges	3.00	2.96	-
Other Sale	7.55	2.24	0.99
Interest and Income Tax Refund	-	-	0.27
<b>Total</b>	<b>26.49</b>	<b>24.02</b>	<b>2.66</b>

**Annexure –II.3**
**Restated Statement of Changes in Inventories**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended		
	31.03.18	31.03.17	31.03.16
<b>Inventory at the end of the year</b>			
Finished Goods	515.53	109.47	237.80
<b>Sub-total</b>	<b>515.53</b>	<b>109.47</b>	<b>237.80</b>

<b>Inventory at the beginning of the year</b>			
Finished Goods	105.91	237.80	10.25
<b>Sub-total</b>	<b>105.91</b>	<b>237.80</b>	<b>10.25</b>
<b>(Increase)/Decrease in Inventories</b>			
Finished goods	(409.62)	128.33	(227.55)
<b>Total</b>	<b>(409.62)</b>	<b>128.33</b>	<b>(227.55)</b>

#### Annexure –II.4

#### Restated Statement of Purchases of Stock in Trade

(Rs. in Lakhs)

Particulars	For the FY/Period ended		
	31.03.18	31.03.17	31.03.16
Purchases	4,562.14	3,618.92	1,516.27
<b>Total</b>	<b>4,562.14</b>	<b>3,618.92</b>	<b>1,516.27</b>

#### Annexure –II.5

#### Restated Statement of Other Expenses

(Rs. in Lakhs)

Particulars	For the FY/Period ended		
	31.03.18	31.03.17	31.03.16
Commission paid to other selling agents	357.21	670.46	75.59
Audit Fees	1.28	1.75	1.72
Bank Charges	2.59	2.18	1.41
Conveyance	5.15	3.66	-
Advertising Expenses	1.15	1.24	9.84
Administrative Expenses	-	-	4.00
Directors Salary	16.00	12.00	15.05
Insurance expenses	0.42	0.22	0.05
Branch expenses	-	33.31	10.57
Postage expenses	1.06	0.96	2.71
Internet Expenses	5.55	4.55	12.31
Interest on Income Tax	4.28	1.52	-
Printing & Stationery	13.75	8.17	11.31
Tour & Travel expenses	13.81	18.51	26.87
Packaging, Loading, Unloading	0.51	5.67	0.12
Freight	2.69	22.87	1.74
Preliminary expenses written off	-	0.06	0.06
Telephone Expenses	2.36	6.42	8.66
Power and Fuel	0.94	1.32	6.14
Business Promotion	5.23	8.02	10.17
Electricity Expenses	1.71	4.95	12.44
Labour expenses	1.10	11.36	5.24
Housekeeping	-	0.38	1.10
Legal & Professional Fees	14.50	6.73	6.24
Seminar/Conferences/Meeting Exp.	7.05	4.86	10.94
Office Expenses	6.49	3.75	8.47
Rent	36.54	28.72	39.60
Repair and Maintenance	16.25	6.56	24.07
Repair & Maintenance - Building	-	3.65	11.31
Uniform expenses	1.60	-	-
Festival/Bonanza & Discount on Sale	1.12	-	532.11
R M Expenses	1.52	-	-
Misc. Expenses	9.92	20.30	3.42
Pre-Incorporation Expenses	2.45	-	-
<b>Total</b>	<b>534.23</b>	<b>894.15</b>	<b>853.26</b>

**Annexure –II.6**
**Restated Statement of Employees Benefit Expenses**
**(Rs. in Lakhs)**

Particulars	For the FY/Period ended		
	31.03.18	31.03.17	31.03.16
Salaries and Wages	75.25	233.81	197.26
Staff Welfare	5.57	5.16	19.09
<b>Total</b>	<b>80.82</b>	<b>238.97</b>	<b>216.35</b>

**Annexure –IV**
**Statement of Significant Accounting Policies**
**1.SIGNIFICANT ACCOUNTING POLICIES**
**Basis of Preparation of Consolidated Financial Statements:**

The consolidated financial statements relate to ICL Multitrading India limited. ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis: a) The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements"

The financial statements are prepared on accrual basis under the historical cost convention, except for certain fixed Assets which are carried at revalued amounts. The financial statements are presented in Indian rupees.

Holding Subsidiary Relationship:

Holding Company	Subsidiary/ Associate Company	Holding	%age Holding
		(No. of Shares)	
ICL Multitrading India Limited	Maagh Advertising & Marketing Services Private Limited	8,500	85.00
Maagh Advertising & marketing Services Private Limited	RMB Tradelinks Private Limited	2,252,000	91.00

**1.1 Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**1.2 Depreciation:**

Depreciation on all Non-Current Assets is provided to the extent of depreciable amount on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect to the following assets, where useful life is different than those prescribed in Schedule II are used. Assets costing less than Rs. 5,000/- are expenses off in the year of purchase.

### **1.3 Accounting for Taxes on Income:**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

### **1.4 Earnings per Share:**

Basic earnings per share are 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.

### **1.5 Provisions and Contingent Liabilities:**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an out flow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on Management estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current Management estimates. Contingent liabilities are not recognized but are disclosed in Notes.

### **1.6 Revenue Recognition:**

- a. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is reasonably certain, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably.
- b. Revenue from the sale of goods includes excise duty and is net of returns, sales tax and applicable trade discount and allowances.
- c. Dividend income is accounted when the company's right to receive dividend is established.
- d. Interest income is recognized on time proportion basis, taking into account outstanding amount and the applicable interest rate.

### **1.7 Leases**

Operating lease:

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lesser are classified as operating lease. Lease payments/revenue under operating leases is recognized as an expense/ income on accrual basis in accordance with the respective lease agreements.

### **1.8 Investments**

Non-current investments are carried at cost less any other than temporary diminution in value determined separately for each individual investments. The reduction in the carrying amount is reversed when there is a rise in the value of the investments or if the reasons for the reduction no longer exist. Any reduction in the carrying amount and any reversal in such reductions are charged or credited to the statement of profit and loss.

## 1.9 Employee Benefits

### Defined benefit plans

The company has not made provision for long term benefits like gratuity etc as required under AS-15-Employee Benefits since it is estimated not a material amount keeping in view the nature, circumstances and size of the company.

## Annexure –V

### Notes to the Re-stated Financial Statements

#### 1. Non-adjustment Items:

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the last five years.

#### 2. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

#### 3. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises. There are no micro and small enterprises, as defined in the micro and small enterprises development act, 2006, to whom the company owes dues on account of principal amount together with the interest and accordingly no additional disclosures have been made.

The above information regarding micro and small enterprises has been determined to the extent such parties have been indentified on the basis of information available with the company. This has been relied upon by the auditors.

4. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

5. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

6. As required under SEBI ICDR Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

## Annexure –VI

### Statement of Accounting & Other Ratios, As Restated

Particulars	31.03.18	31.03.17	31.03.16
Net Profit as restated (Rs. in Lakhs)	305.90	171.56	38.78
Net Worth (Rs. in Lakhs)	769.45	259.81	71.00
Return on Net worth (%)	39.75%	66.41%	54.62%
Equity Share at the end of year (in Nos.)	4,863,885	253,834	253,834
(Face Value Rs. 10)	10.00	10.00	10.00
Weighted No. of Equity Shares	4,108,930	253,834	12,004

Weighted No. of Equity Shares considering bonus in all the prior periods presented	4,108,930	2,760,385	2,518,555
Basic & Diluted Earnings per Equity Share	7.44	67.98	323.06
Basic & Diluted Earnings per Equity Share considering bonus in all the prior year's presented	7.44	6.25	1.54
Net Asset Value/Book Value per Equity share (Based on no of share at the end of year)	15.82	102.35	27.97

Note:-

Earnings per share (in Rs.) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share ( ` ) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

#### Annexure -VII

#### Statement of Capitalization, As Restated

(Rs. in Lakhs)

Particulars	Pre Issue	Post Issue
	As at 31.3.2018	
<b>Debt :</b>		
Short term debt	-	-
Long term debt	170.89	170.89
<b>Total Debt</b>	<b>170.89</b>	<b>170.89</b>
<b>Shareholders' Funds</b>		
Equity Share Capital	486.39	696.39
Reserves and Surplus (After Revaluation Reserves)	283.06	1,575.60
Less: Misc. Expenditure	0.50	-
<b>Total Shareholders' Funds</b>	<b>769.95</b>	<b>2,271.99</b>
Long Term Debt/ Shareholders' Funds	0.22	<b>0.08</b>
Total Debt / Shareholders Fund	0.22	<b>0.08</b>

#### Annexure -VIII

#### Statement of Tax Shelter, As Restated

(Rs. in Lakhs)

Particulars	As At		
	31.03.18	31.03.17	31.03.16
<b>Profit Before Tax as per books of accounts</b>	448.89	270.13	58.54
-- Normal Tax rate	0.28	0.33	0.33
-- Minimum Alternative Tax rate	0.20	0.20	0.20
-- Short Term Capital Gain U/S 111(A)	0.00	0.00	-
<b>Notional Tax at normal rates</b>	125.69	89.14	19.32
<b>Tax at Special Rate</b>	-	-	-
<b>Total Tax (A)</b>	125.69	89.14	19.32

<b>Permanent differences</b>			
Other adjustments	4.28	1.52	-
Disallowances	-	-	-
<b>Total (B)</b>	<b>4.28</b>	<b>1.52</b>	<b>-</b>
<b>Timing Differences</b>			
Depreciation as per Books	100.02	35.79	3.86
Depreciation as per Income Tax	142.32	55.92	5.71
Difference between tax depreciation and book depreciation	(42.30)	(20.13)	(1.85)
Other adjustments	-	-	-
Foreign income included in the statement	-	-	-
<b>Total (C)</b>	<b>(42.30)</b>	<b>(20.13)</b>	<b>(1.85)</b>
<b>Net Adjustments (B+C)</b>	<b>(38.02)</b>	<b>(18.61)</b>	<b>(1.85)</b>
Tax expense/(savings) thereon (D)	(12.55)	(6.14)	(0.61)
<b>Total Taxation (E = A+D)</b>	<b>113.14</b>	<b>83.00</b>	<b>18.71</b>
Brought forward losses set off (Depreciation)	-	-	-
Tax effect on the above (F)	-	-	-
Net tax for the year/period (E+F)	113.14	83.00	18.71
Interest on Delay in Tax Payment	4.28	1.52	-
Net Payable	117.42	84.52	18.71
MAT Credit Utilised	-	-	-
Tax Payable for the year	117.42	84.52	18.71
Tax payable as per MAT	89.78	54.03	11.71
Tax expense recognised	117.42	84.52	18.71

#### Annexure –IX

##### Statement of Principle Terms of Secured Loans and Assets Charged as Security

Company has taken secured loan from Allahabad Bank dated 27.09.2017 against hypothecation of finished goods, consumables, packing material against charge created amounting to rupees 1,19,00,000/. Outstanding balance as on 31.03.2018 is Rupees 1,13,28,029/-

#### Annexure –X

##### Statement of Related Parties & Transactions

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

Name of the Key Managerial Personnel	Relationship
Roop Kishore Gola	Promoter /Managing Director
Avadhesh Kumar Gola	Promoter/CFO (KMP)
Rajni Gupta	Promoter
Image Career Limited	Promoter Company
Maagh Advertising & Marketing Services Private Limited	Subsidiary Company
Adi Shopping Private Limited	Group Company
Gwet Cold chain Private Limited	Group Company
ICL Spirit Tech	Group entity
Kundles Motor Finance Pvt. Ltd.	Group Company
Giriraj Financial Services Pvt. Ltd.	Group Company

**Transactions with Related Parties:**
**(Rs. in lakhs)**

Particulars	31.03.18	31.03.17	31.03.16
<b>Remuneration</b>			
Roop Kishore Gola	8.50	6.00	6.25
Avadhesh Kumar Gola	7.50	6.00	6.00
<b>Sales</b>			
Image career Limited	-	-	-
<b>Long Term Investments</b>			
8500 Equity Shares of Maagh Advertising & Marketing Services Private Limited	25.00	25.00	-
60000 Equity Shares of ADI Shopping (P) Ltd	-	6.00	6.00
<b>Unsecured Loans Received</b>			
Image career Limited	8.00	48.25	159.61
Roop Kishore Gola	63.00	0.00	-
Rajni Gupta	4.00	0.00	-
Avadhesh Kumar Gola	4.00	0.00	-
<b>Unsecured Loans Repaid</b>			
Image career Limited	179.35	48.51	-
Roop Kishore Gola	51.00	0.00	-
<b>Unsecured Loans Closing Balance</b>			
Image career Limited	(12.00)	159.35	159.61
Roop Kishore Gola	63.00	-	-
Rajni Gupta	2.57	0.00	-
Avadhesh Kumar Gola	4.00	-	-
<b>Loans &amp; Advances (Asset)</b>			
<i>Given by Company</i>			
Adi Shopping Private Limited	11.24	-	-
Gwet Cold chain Private Limited	1.20	4.11	-
ICL Spirit Tech	1.50	-	-
Kundles Motors Finance Pvt. Ltd.	11.63	-	-
Giriraj Financial Services Pvt. Ltd.	3.50	-	-
Jitendra Kumar Gupta	2.42	-	-
Roop Kishore Gola	-	-	2.00
<i>Received Back by Company</i>	-	-	-
<i>Outstanding</i>			
Adi Shopping Private Limited	11.24	-	-
Gwet Cold Chain Private Limited	5.31	4.11	-
ICL Spirit	1.50	-	-
Kundles Motors Finance Pvt. Ltd.	11.63	-	-
Giriraj Financial Services Pvt. Ltd.	3.50	-	-
Jitendra Kumar Gupta	2.42	-	-
Roop Kishore Gola	-	-	2.00

**Statement of Dividends**

No Dividend Paid Till Date

**Annexure –XI**

**Changes in the Significant Accounting Policies**

There have been no changes in the accounting policies of the company for the period covered under audit.

**Annexure –XII**

**Contingent Liabilities**

There are no contingent liabilities of the Company and its subsidiary as on March 31, 2018.

**Annexure –XIII**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled "Risk Factors" beginning on page no. 15, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.*

### **BUSINESS OVERVIEW**

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Kanpur, Uttar Pradesh dated September 7, 2012 with the name 'ICL Infradevelopers Private Limited'. Subsequently the name of our Company was changed to 'ICL Multitrading India Private Limited' and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on September 30, 2013. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on November 20, 2017 and consequently, the name of our Company was changed to 'ICL Multitrading India Limited' and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Kanpur, Uttar Pradesh on December 8, 2017.

We are a multi-product branding and distribution Company. We sell our products under the Brand "ICL". We focus on distribution through our network of warehouses, super stockiest and distributors with the presence primarily in Uttar Pradesh, Uttarakhand and Jharkhand. Our major category of products includes consumer products such as spices, tea, suiting-shirting & related accessories, incense sticks (Dhoop), gifting products and other products.

Further, we have also entered into herbal products segment and are procuring herbal wellness and cosmetic products from various manufacturers which are being sold through the online platform of "[www.adiherbal.com](http://www.adiherbal.com)".

We get our products manufactured from third party manufacturers. The products are manufactured as per our requirements and specifications. The products are packed directly under our brand name by these manufacturers.

However, for Tea, we have established our own sorting and packaging facility located at Jalaksh Compound, 10<sup>th</sup> KM, Rampur Road, Opposite AKC Hyundai, Showroom, VPO Nondoshi, Bareilly – 243 052, Uttar Pradesh. We sell two varieties of tea ICL Premium and ICL Gold. Entire sourcing, sorting and packaging are done on our own in this facility.

For our textile/fabric segment, we get our products both fabric and uniform made by our suppliers as per our specifications. The supplier dispatches the products to our warehouses as per our requirement. We manage the inventory efficiently to ensure supply to our business associates and customers. Festival season needs higher amount of supplies and the same is managed accordingly. Bulk of the sales of fabric comes from the sales of uniform (pants, shirts and ties) to our business associates who work as sales agents for ICL. Some part of the sales also come from the sales of fabric to the end consumers through our business associates. This is stable, cost-efficient and profitable business and comes through almost on auto mode. We make efforts to ensure availability of these products at all our branch offices and warehouses at right price and maintain quality. At the same time, we do not intend to scale up this textile business beyond our captive consumers as we intend to be a food and agri-business company of repute.

We are focused primarily on tier 2 and tier 3 places including small towns and tehsil level places. We believe that we have created an identity of affordable brand for quality products. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We market our products through our stockiest and distribution network. These stockiest and distributors sell our products to various retail and wholesale shopkeepers. We had a wide network of 7 warehouses and 17 stockiest as of June 30, 2018.

Our Company was incorporated in 2012, and through the next few years, our Company was involved in branding and distribution of various products. Over the last few years we have been continuously adding new products and to our product portfolio. Over the years we have diversified to several other services linked to our basic work and built a steady position for ourselves in the Domestic market which can be witnessed from our revenue growth over the time.

Our Company is led by our Promoter Rajni Gupta, Chairman and Managing Director, Roop Kishore Gola and our Director, Avadhesh Kumar Gola.

ICL Group was established as a small infra firm in Bareilly by Mr. Roop Kishore Gola in the year 2008. Over the years ICL Group has expanded its span and now includes Infra, Finance, Insurance, Multi-product trading, Dairy Products and online market place under its umbrella.

For the year ended March 31, 2018, our Company's Total Revenue and Restated Profit after Tax were Rs. 3,168.13 Lakhs and Rs. 223.23 Lakhs respectively. For the year ended March 31, 2017, our Company's Total Revenue and Restated Profit after Tax was Rs. 2,330.77 Lakhs and Rs. 100.05 Lakhs respectively, compared to our Company's Total Income and Restated Profit after Tax of Rs. 2,531.34 Lakhs and Rs. 38.13 Lakhs respectively, over previous year ended i.e. March 31, 2016, compared to our Company's Total Income and Restated Profit after Tax of Rs. 435.87 Lakhs and Rs. 3.96 Lakhs respectively, over previous year ended i.e. March 31, 2015.

#### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:**

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The company has signed an agreement dated May 19, 2018 for mutual co-operation with Greenbay Biotech International Private Limited for co-producing compost at Bareilly, which will be exclusively marketed by ICL Multitrading Limited. Greenbay Biotech International Limited will help ICL with their technology and knowhow to produce the best quality compost with greater cost efficiency.
2. The Company has signed agreements in the month June 2018, for supply various food items with National Federation of Farmers' Procurement, Processing and Retailing Cooperatives of India Limited (NACOF). This will give us a big platform to scale up our food and beverages segment in a big way in the near term. We have already started supplying to NACOF.
3. The Members of the Company approved for raising of fund by making Initial Public Offer in the Extra Ordinary General Meeting held on May 02, 2018.

#### **KEY FACTORS AFFECTING THE RESULTS OF OPERATION:**

Except as otherwise stated in this Draft Prospectus and the Risk Factors given in the Draft Prospectus, there are no other factors which could affect the results of the our Company's operations.

#### **OUR SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies, "Annexure - XII" beginning under Chapter titled "Financial Information of our Company" beginning on page no. 141 of the Draft Prospectus.

## CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 5 (FIVE) YEARS

Except as mentioned in chapter "Financial Information of the Company" on page no. 141, there has been no change in accounting policies in last 5 (five) years.

## RESULTS OF OUR OPERATION

### Discussion on Results of Operation:

The following table sets forth select financial data from our restated standalone financial statement of profit and loss for the financial years 2018, 2017, 2016, and 2015 the components of which are also expressed as a percentage of total revenue for such periods:

Particulars	(Rs. in Lakh)		
	March 2018	31, 2017	March 31, 2016
<b>Incomes:</b>			
Revenue from Operations	2,747.37	2,456.04	2,293.71
<i>% of total revenue</i>	99.60%	99.81%	99.93%
Other income	11.15	4.77	1.67
<i>% of total revenue</i>	0.40%	0.19%	0.07%
<b>Total Revenue (A)</b>	<b>2,758.52</b>	<b>2,460.81</b>	<b>2,295.38</b>
<b>Expenses:</b>			
Purchase of stock	2,231.54	1,158.08	1,439.08
<i>% of total revenue</i>	80.90%	47.06%	62.69%
Change in Inventory	(409.61)	130.05	(235.96)
<i>% of total revenue</i>	-14.85%	5.28%	-10.28%
Other Expenses	515.95	840.14	843.30
<i>% of total revenue</i>	18.70%	34.14%	36.74%
Employee Benefit expenses	68.82	169.10	190.79
<i>% of total revenue</i>	2.49%	6.87%	8.31%
<b>Total Expense (B)</b>	<b>2,406.70</b>	<b>2,297.37</b>	<b>2,237.21</b>
<i>% of total revenue</i>	87.25%	93.36%	97.47%
<b>Profit before Interest, Depreciation and Tax (A- B)</b>	<b>351.82</b>	<b>163.44</b>	<b>58.17</b>
<i>% of total revenue</i>	12.75%	6.64%	2.53%
Depreciation and amortization expenses	38.37	13.41	2.97
<i>% of total revenue</i>	1.39%	0.54%	0.13%
<b>Profit before Interest and Tax</b>	<b>313.45</b>	<b>150.03</b>	<b>55.20</b>
<i>% of total revenue</i>	11.36%	6.10%	2.40%
Financial Charges	5.50	-	-
<i>% of total revenue</i>	0.20%	0.00%	0.00%
<b>Profit before Tax and Extraordinary Expenses</b>	<b>307.95</b>	<b>150.03</b>	<b>55.20</b>
<i>% of total revenue</i>	11.16%	6.10%	2.40%
Extraordinary Expenses	-	-	-
<b>Restated Profit/(Loss) before tax</b>	<b>307.95</b>	<b>150.03</b>	<b>55.20</b>
<i>% of total revenue</i>	11.16%	6.10%	2.40%
<b>Tax expenses/(income)</b>			
Provisions for Tax	86.09	36.12	16.38
Provisions for Deferred Tax	(1.37)	13.87	0.69
<b>Total tax expenses</b>	<b>84.72</b>	<b>49.99</b>	<b>17.07</b>
<i>% of total revenue</i>	3.07%	2.03%	0.74%
<b>Restated profit/(loss) after Tax</b>	<b>223.23</b>	<b>100.04</b>	<b>38.13</b>
<i>% of total revenue</i>	8.09%	4.07%	1.66%

## REVIEW OF OPERATIONS FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018

### Revenue from Operations

The revenue from operations of the Company for the period ended on March 31, 2018 is Rs. 2,747.37 Lakh which was primarily on account of revenue from sale of its major products like spices, tea, textile-suiting & shirting, electronics, dhoopbati, herbal products and others.

### Other Income

Other income of the company for the FY 2018 amounts to Rs. 11.15 Lakh which consists of Interest received, consultancy charges, and other sales.

### Expenditure:

Our total expenditure primarily consists of direct expenditure i.e. Purchase of stock, finance cost, employee benefit expenses, depreciation and other expenses:

### Purchase of Stock

The purchase of stock mainly includes most selling items like Fabric, spices, tea etc:

Particulars	March 31, 2018
Fabric	1288.74
Dhoop	11.34
Electronics	48.12
Herbal	31.10
Spices	357.54
Tea	494.70
Other purchases	0.00
<b>Total</b>	<b>2231.54</b>

### Employee Benefit Expenses

Employee Benefit Expenses majorly includes Salaries and wages, and Staff Welfare:

Particulars	March 31, 2018
Salary & Wages	63.25
Staff Welfare Expenses	5.57
<b>Grand Total</b>	<b>68.82</b>

### Finance Cost

Finance cost on Interest on Loan is Rs. 5.50 Lakh for the FY 2018 and is 0.20% of Total income.

### Depreciation

Depreciation on fixed assets for the period ended on March 31, 2018 was 1.39% of total income. The total depreciation for the period was Rs. 38.37 Lakh.

### Other Expenses

The majority of other expense includes Commission paid to other selling agents, Rent for the year ended on March 31, 2018. Commission paid to other selling agents was Rs. 357.21 Lakh for the FY 2018 and is 69.23% of total other expenses.

## **Restated profit after tax from continuing operations**

PAT for the period ended on March 31, 2018 stood at ₹ 223.23 Lakh. During this period, our Company recorded PAT margin of 8.09% and an increase of 123.14% from the previous year.

### **COMPARISON OF FY 2018 WITH FY 2017:**

#### **Total Income**

The Total revenue from operations for the FY 2018 was ₹ 2758.52 Lakh as compared to ₹ 2460.81 Lakh during the FY 2017 showing an increase of 12.10%. The increase in revenue was attributable to the increase in the Sale of products of the Company. The other income was ₹ 11.15 Lakh in FY 2018 raised up from Rs. 4.77 Lakh in FY 2017.

#### **Expenditure:**

##### **Purchase of Stock**

The Purchase of stock in trade was Rs. 2231.54 Lakh in FY 2018 as compared to Rs. 1158.08 Lakh in FY 2017 showing an increase of 92.69%. This sudden increase of 92.69% is because of increase in product list of the Company. Earlier, the Company only used to purchase and sale other products but it raised its product line by including Fabric, Spices, and Tea to it.

##### **Employee Benefit Expenses**

Employee Benefit expenses declined by 59.30% during the Financial Years at Rs. 68.82 Lakh in FY 2018 and Rs. 169.10 Lakh in FY 2017. The reason for this decline is because of decline in Salaries and wages from 164.20 Lakh in FY 2017 to Rs. 63.25 Lakh in FY 2018.

##### **Finance Cost**

Finance Cost was Rs. 5.50 Lakh in FY 2018 which was NIL in FY 2017 showing an incline of 100%.

##### **Depreciation and Amortisation**

The total depreciation during FY 2018 was Rs. 38.37 Lakh and during FY 2017 it was Rs. 13.41 Lakh showing an increase of 186.13%.

##### **Other Expenses**

Other Expenses showed a decline of Rs. 324.19 Lakh from Rs. 840.14 Lakh in FY 2017 to Rs. 515.95 Lakh in FY 2018. This decline is due to commission paid to other selling agents reduced to Rs. 357.21 Lakh from Rs. 670.46 Lakh.

##### **Profit before Tax (PBT)**

The PBT for the FY 2018 stood at 11.16% of the total revenue as against PBT margin of 6.10% of the total revenue for the FY 2017 raising at a percentage of 105.26%.

##### **Profit after Tax**

The company has earned a profit of Rs. 223.23 Lakh in the FY 2018 as against Rs. 100.04 Lakh in the FY 2017. The increase in PAT was on account of increase in Turnover.

## **COMPARISON OF FY 2017 WITH FY 2016:**

### **Total Income**

The Total revenue from operations for the FY 2017 was Rs. 2,460.81 Lakh as compared to Rs. 2,295.38 Lakh during the FY 2016 showing an increase of 7.21%. The increase in revenue was attributable to the decline in the expenses as a percentage to the Total Turnover. The other income was Rs. 4.77 Lakh in FY 2017 as compared to Rs. 1.67 Lakh in FY 2016 showing an increase of 185.63%.

### **Expenditure:**

#### **Purchase of Stock**

The Purchase of stock in trade was Rs. 1,158.08 Lakh in FY 2017 as compared to Rs. 1,439.08 Lakh in FY 2016 showing a decrease of 19.53%.

#### **Employee Benefit Expenses**

Employee Benefit expenses decreased from Rs. 190.79 Lakh for FY 2016 to Rs. 169.10 Lakh for FY 2017 showing a decline of 11.37% on account of decrease in staff welfare from Rs. 19.09 Lakh in FY16 to Rs. 4.90 Lakh in FY17.

#### **Finance Cost**

There was no finance cost during both the Financial Years.

#### **Other Expenses**

Other Expenses remained almost constant in figures at Rs. 840.14 Lakh in FY 2017 and Rs. 843.30 Lakh in FY 2016. However, other expenses were 34.14% of total income in FY 2017 and 36.74% in FY 2016.

#### **Depreciation and Amortisation**

The total depreciation during FY 2017 was Rs. 13.41 Lakh and during FY 2016 it was Rs. 2.97 Lakh showing a massive increase of 351.52%.

#### **Profit before Tax (PBT)**

The PBT for the FY 2017 stood at 6.10% of the total revenue as against PBT margin of 2.40% of the total revenue for the FY 2016 showing an increase of 171.79%.

#### **Profit after Tax**

The company has earned a profit of Rs. 100.04 Lakh at a margin of 4.07% in the FY 2017 as against Rs. 38.13 Lakh at a margin of 1.66% in the FY 2016. The increase in PAT was on account of increase in Turnover.

#### **Related Party Transactions**

For further information please refer Annexure no. X under Chapter titled "Auditors' Report and Financial Information of our Company" beginning on page 141 of this Draft Prospectus.

#### **Financial Market Risks**

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

## **Interest Rate Risk**

We are currently exposed to interest rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

## **Effect of Inflation**

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## **OTHER MATTERS**

### **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**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in the uncertainties described in the section entitled 'Risk Factors' beginning on page no. 15 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Apart from the risks as disclosed under Section titled "Risk Factors" beginning on page no. 15 in this Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

### **4. 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 will be determined by demand/supply situation, government policies.

### **5. 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 revenues are by and large linked to increases in volume of business.

### **6. Total turnover of each major industry segment in which the issuer company operated**

For details on the total turnover of the industry please refer to Chapter titled "Industry Overview" beginning on page no. 79 of the Draft Prospectus.

### **7. Status of any publicly announced new products or business segment**

Our Company has not announced any new product and segment.

### **8. The extent to which business is seasonal**

Our Company's business is not seasonal. However the business of the company depends upon the Growth potential of the economy and growth of the country.

**9. Any significant dependence on a single or few suppliers or customers.**

We do not manufacture any of the products that we trade in. As a trader our business is heavily depended on the products manufactured by various manufacturers. However we are not significantly dependent on a single or few suppliers or customers.

**10. Competitive conditions:**

Competitive conditions are as described under the Chapters titled "Industry Overview" and "Business Overview" beginning on pages no. 79 and 88 respectively of the Draft Prospectus.

## **FINANCIAL INDEBTNESS**

For detailed information of Financial Indebtness please refer "Auditors Report and Financial Information of our Company" on page no. 141 of Draft prospectus.

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act, 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending litigations involving our Company, Directors, Promoters, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following Materiality Policy with regard to outstanding litigations to be disclosed by our Company in this Draft Prospectus:

- (a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;
- (b) All pending litigation involving our Company, Promoters, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of `10,00,000/- (Rupees Tenlakhs only); or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoters, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company;
- (c) Notices received by our Company, Promoters, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoters / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.

Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Unless otherwise stated, all proceedings are pending as of the date of this Draft Prospectus. All information provided below is as of the date of this Draft Prospectus.

**LITIGATION INVOLVING OUR COMPANY:**

<b>LITIGATION BEFORE STATUTORY/REGULATORY AUTHORITIES</b>				
<b>BY &amp; AGAINST ISSUER COMPANY</b>				
<b>TYPE OF CASE</b>	<b>LITIGATION NUMBER/ NUMBER</b>	<b>CASE DEFENDANT</b>	<b>AMOUNT INVOLVED</b>	<b>STATUS OF LITIGATION</b>
NO SUCH LITIGATIONS				

<b>BY PROMOTERS &amp; DIRECTOR</b>				
<b>TYPE OF CASE</b>	<b>LITIGATION NUMBER/ CASE NUMBER</b>	<b>DEFENDANT</b>	<b>AMOUNT INVOLVED</b>	<b>STATUS OF LITIGATION</b>
<b>ROOP KISHORE GOLA</b>				
138 NI ACT	783/2012	Sanjeev Stainly	Rs. 12 Lakhs	Case Is Pending For Hearing and Disposal

<b>AVADHESH KUMAR GOLA</b>				
<b>TYPE OF CASE</b>	<b>LITIGATION NUMBER/ CASE NUMBER</b>	<b>DEFENDANT</b>	<b>AMOUNT INVOLVED</b>	<b>STATUS OF LITIGATION</b>
U/S 156(3) CRPC	02/2017	Sachin Pandey & Others	-	Pending for final disposal
U/S 156(3) CRPC	918/2013	Kailash Kashyap	-	Pending for final disposal
CIVIL (307 IPC)	396/2014	State (Unknown)	-	Case is pending for hearing and disposal
138 NI ACT	1737/2017	Ganpati sales corp. Ltd.	Rs. 4.9 Lakh	Pending for hearing and disposal

<b>AGAINST PROMOTERS &amp; DIRECTOR</b>				
<b>Type of case</b>	<b>Litigation Number/ Case Number</b>	<b>Defendant</b>	<b>Amount involved</b>	<b>Status of Litigation</b>
<b>Roop Kishore Gola</b>				
U/s 156(3) Crpc	703/2013	Rani Kashyap	-	Pending for final disposal
364 IPC	193/2013	Usha	-	Pending for final disposal
U/s 156(3) Crpc	918/2013	Kailash Kashyap	-	Pending for final disposal
U/s 156(3) Crpc	2546/2012	Sanjeev Stainly	Rs. 10 Lakhs	Case was decided in favor of Mr. R K Gola by the Court
TDS (IT Act 1961)	Outstanding Demand for FY 2013-14	Income tax Deptt	Rs. 1.55 Lakh	Pending

<b>Avadhesh Kumar Gola</b>				
<b>TYPE OF CASE</b>	<b>LITIGATION NUMBER/ CASE NUMBER</b>	<b>DEFENDANT</b>	<b>AMOUNT INVOLVED</b>	<b>STATUS OF LITIGATION</b>
U/s 156(3) Crpc	703/2013	Rani Kashyap	-	Pending for final disposal
364 IPC	193/2013	Usha	-	Pending for final disposal
U/s 156(3) Crpc	918/2013	Kailash Kashyap	-	Pending for final disposal

<b>By Promoter Group</b>				
<b>Type of case</b>	<b>Litigation Number/ Case Number</b>	<b>Defendant</b>	<b>Amount involved</b>	<b>Status of Litigation</b>
<b>IMAGE CAREER LTD.</b>				
Civil (420,406 IPC)	908/2014	Pradeep Kumar	-	Pending
<b>ICL Kaushal Vikas Pvt. Ltd. (formerly known as ICL 3D Visual Magic Pvt. Ltd.)</b>				
Civil (420,406 IPC)	3279/2016	Pradeep Kumar	Rs. 40 Lakhs	Case is pending for hearing and disposal

<b>Against Promoter Group</b>				
<b>Type of case</b>	<b>Litigation Number/ Case Number</b>	<b>Defendant</b>	<b>Amount involved</b>	<b>Status of Litigation</b>
<b>ICL Kaushal Vikas Pvt. Ltd. (formerly known as ICL 3D Visual Magic Pvt. Ltd.)</b>				
Civil	869/2014	Smt. Meenu	-	Decided in favor of ICL 3D Visual Magic Pvt. Ltd. on 06.04.2018

#### **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Prospectus.

#### **PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

#### **NON PAYMENT OF STATUTORY DUES**

As on the date of the Draft Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

#### **PAST CASES WHERE PENALTIES WERE IMPOSED**

There are no past cases where penalties were imposed on our Company by concerned authorities/courts.

#### **OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the Draft Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

#### **PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of the Draft Prospectus in the case of Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of this Draft Prospectus.

Further, there is no legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years immediately preceding the year of the issue of the Draft Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

#### **OUTSTANDING DUES TO CREDITORS**

Amount outstanding dues to creditors as per standalone restated financials as on March 31, 2018 amounts to Rs. 497.19 Lakhs.

Amount Outstanding to Small Scale Industrial Undertaking: The Company owes no amount to Small Scale Industrial Undertaking.

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year-end together with interest payable as required under the said Act have not been furnished.

#### **MATERIAL DEVELOPMENTS**

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 181 there have not arisen, since the date of the last financial statements disclosed in the Draft Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively "Authorizations") from the Government of India and various statutory / regulatory / governmental authorities listed below, our Company can undertake this Offer and our current business activities and to the best of our knowledge, no further approvals from any governmental or statutory 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.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, refer "Key Industrials Regulations and Policies in India" on page no. 97 of this draft prospectus.*

### A. Corporate / General Authorisations

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Valid up to
1.	Certificate of Incorporation in the name of 'ICL Infra Developers Private Limited'	Registrar of Companies, Kanpur, Uttar Pradesh	U45400UP2012PTC052404	September 07, 2012	Valid until cancelled
2.	Fresh certificate of incorporation consequent upon change of name to 'ICL Multitrading India Private Limited'	Registrar of Companies, Kanpur, Uttar Pradesh	U45400UP2012PTC052404	September 30, 2013	Valid until cancelled
3.	Fresh certificate of incorporation consequent upon change of name to 'ICL Multitrading India Limited'	Registrar of Companies, Kanpur, Uttar Pradesh	U74992UP2012PLC052404	December 8, 2017	Valid until cancelled

### B. Offer Related Authorisations

1. Our Board of Directors has, pursuant to a resolution passed at its meeting held on April 02, 2018, authorised the Issue subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.
2. The shareholders of our Company have authorised the Issue, pursuant to a special resolution under Section 62(1)(c) of the Companies Act, 2013, passed at their EGM held on May 02, 2018.
3. Our Company has obtained in-principle approval dated [●] from the NSE.
4. Our Company's International Securities Identification Number ("**ISIN**") is INE453Z01010.

### C. Business Related Approvals

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Applicable Act/Regulation	Date of Issue/Renewal	Validity
1.	Permanent Account Number	Income Tax Department, GOI	AADCI0281K	Income Tax Act, 1961	-	Valid until cancelled
2.	Tax Deduction Account Number	Income Tax Department, GOI	LKNI05761A	Income Tax Act, 1961	-	Valid until cancelled
3.	Form GST REG-06 Certificate of Registration	Government of India and Government of Uttar Pradesh.	09AADCI0281K1ZH	Goods and Service Tax Act, 2017	September 26, 2017	Valid until cancelled
4.	Form B Registration under FSSAI	Department of Food Safety and Drug Administration, Government of Uttar Pradesh	22718922000232	Food Safety and Standards Act, 2006	June 28, 2018	Valid till June 27, 2019
5.	Form XI-Certificate of registration & Allotment of TIN	Department of Commercial Tax, Govt. Of Uttar Pradesh	095657239938C	The Uttar Pradesh Value Added Tax Act 2008	December 29, 2015	Valid until cancelled
6.	Factory License	Labour Department, Uttar Pradesh	UPFA21002358	The Factories Act, 1948	February 09, 2018	December 31, 2018
7.	No Objection Consent (NOC) from Pollution Board for Establishing new unit	Uttar Pradesh Pollution Control Board	Application No 497224	Water Prevention & Control of Pollution Act 1974 & Water Prevention & Control of Pollution Act 1981	February 21, 2018	November 30, 2020
8.	No Objection Certificate (NOC) from Legal Metrology Department	Legal Metrology Department	156072	Legal Metrology Act, 2009	February 13, 2018	February 13, 2019
9.	No Objection Certificate (NOC) from fire department	Fire Department	1373/151	Delhi Fire Services	February 27, 2018	Valid until cancelled

- Our Company is registered as an Employer with the Employee's State Insurance Corporation bearing code number 67-000-6371-9000-0999 *vide* letter dated June 28, 2017 issued by the Director, Employee's State Insurance Corporation, Noida under the Employee's State Insurance Act, 1948.
- Our Company is registered as an establishment with Employee's Provident Fund Organization, India under the Establishment Code MRNOI1610894000 as evidenced in the letter dated June 24, 2017 issued by Regional Provident Fund Commissioner, Uttar Pradesh under Employee's Provident Fund and Miscellaneous Provisions Act, 1952.

- The Registered office of our Company is registered as an establishment under the Uttar Pradesh Shops & Commercial Establishments Act, 1962 under Registration No. UP SA 10710841 as evidenced by the certificate of registration issued by the Shops and Establishment Inspector dated October 1, 2017. The said certificate of registration is valid until March 31, 2022.
- Our Company has received Certificate bearing number 1281217064K issued by SGI Management Private Limited, certifying that our Company has been found to be in compliance with the requirements of ISO 22000:2015 for providing goods and services such as "Retailing, Relabeling, Repacking, Manufacturing of Agricultural and Processed Food Products and Other Products like Tea, Herbal Medicine and Dairy Products". This certificate is valid till December 28, 2020.

#### D. Intellectual property registrations

The following are the trademarks/wordmark applied in the name of our Company under the Trademarks Act, 1999:

Sr. No.	Trade Mark	Class	Description of Property	Trade Mark No.	Status of Application
1		Class 29	Trade Mark – Device - Logo of the Company	3056941	Objected
2		Class 30	Trade Mark – Device – Logo of the Company	3056942	Objected
3	LAKSH	Class 29	Trade Mark – Device – Word	3056943	Objected
4	LAKSH	Class 30	Trade Mark – Device – Word	3056944	Objected

For further details on our use of the "ICL" trademark, refer "Risk Factor - Our application for registration of our trademark and logo "" along with other applications are still pending with the relevant trademark authorities. If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected." on page no. 20.

#### E. Approvals applied for but not yet received / Renewals made in the usual course of business:

- Our Company has filed an application dated December 21, 2017 bearing no. CLA22000017 before Labour Commissioner Organization for obtaining license under Contract Labour Act for the establishment at A 105 Sector 63, Noida, Gautam Buddh Nagar, Uttar Pradesh – 201 301.

#### F. Material licenses / approvals for which our Company is yet to apply / Statutory Approvals / Licenses required for the proposed expansion:

Nil

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE PRESENT ISSUE

1. This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on April 02, 2018.
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 Extra-Ordinary General Meeting held on May 02, 2018 and authorised the Board to take decisions in relation to this Issue.
3. The Company has obtained in principle approval from NSE vide its letter dated [•] to use the name of NSE in this Offer document for listing of equity shares on SME Platform of NSE. NSE is the Designated Stock Exchange.
4. Our Board has approved the Draft Prospectus through its resolution dated July 21, 2018.

### PROHIBITION BY SEBI

The Company, Promoters, Directors and Promoter Group entities, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

The companies, with which any of the Promoters, Directors or persons in control of our Company are or were associated as promoters, directors or persons in control, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.

### PROHIBITION BY RBI

Neither our Company, our Promoters, our Promoter Group, our Group Companies, relatives of our Promoters (as defined under the Companies Act), our Directors and companies with which our Directors are associated as directors or promoters have not been declared as willful defaulters by RBI / government authorities and there are no violations of securities laws committed by them in the past and no proceedings are pending against them.

### ELIGIBILITY FOR THE ISSUE

Our Company is eligible for the Issue in accordance with Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed Rs. 10 crore (Rupees Ten Crore only), shall issue shares to the public in accordance with the provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009.

Our Company is eligible for the Issue in accordance with Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital exceed Rs. 10 crore (Rupees Ten Crore only) but upto Rs. 25 crore (Rupees Twenty Five Crore), may also issue shares in accordance with provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009.

We confirm that:

1. In accordance with Regulation 106 (P) of the SEBI (ICDR) Regulations, 2009, this Issue has been 100 percent underwritten and the LM will underwrite at least 15% of the Total Issue Size. For further details pertaining to said underwriting see chapter titled "*General Information*" on page 51.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, 2009, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to 50 (Fifty), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (Eight) days from the date our Company becomes liable to repay it, than our Company and every officer in default

shall, on and from expiry of 8 (Eight) days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013.

3. In accordance with Regulation 106 (O) of the SEBI (ICDR) Regulations, 2009, our Company has not filed any Draft Prospectus with SEBI nor has SEBI issued any observations on our Draft Prospectus. Also, we shall ensure that the lead manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required by SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106 (V) of the SEBI (ICDR) Regulations, 2009, we hereby confirm that we have entered into an agreement with the Lead manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares on the SME Platform of NSE. For further details of the market making arrangement see chapter titled "General Information" on page 51.
5. The Company has track record of 3 (three) Years and Positive Cash Accruals (Earning before Depreciation and Tax) from Operations for at least 2 Financial Years preceding application.
6. The Networth of the Company is Positive.
7. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
8. There is no winding up petition against the Company that has been accepted by a Court.
9. There is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company and the Company has functional website [www.iclmultitrading.com](http://www.iclmultitrading.com)

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106M (3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Regulation 49 (1) of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

#### **Disclaimer Clause of SEBI**

**"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO 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 THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LM, CORPORATE CAPITALVENTURES PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LM, CORPORATE CAPITALVENTURES PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 20, 2018 WHICH READS AS FOLLOWS:**

**WE, THE LM TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE.**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
  - A. THE DRAFT PROSPECTUS FILED WITH THE EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITIES IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.**
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED ATLEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. NOT APPLICABLE**

8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEIES RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION. **NOTED FOR COMPLIANCE.**
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. **NOT APPLICABLE**
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. **NOTED FOR COMPLIANCE**
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. **NOTED FOR COMPLIANCE**
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR. **DETAILS ENCLOSED IN ANNEXURE A**
17. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

- 18. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**
- 19. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. NOTED FOR COMPLIANCE.**
- 20. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. NOTED FOR COMPLIANCE.**
- 21. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS.**
- 22. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

The filing of this Draft Prospectus does not, however, absolve the Company from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up at any point of time, with the lead manager, any irregularities or lapses in this Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Draft Prospectus with the Registrar of Companies, Uttar Pradesh & Uttarakhand in terms of Sections 26, 32 and 33 of the Companies Act, 2013.

#### **Caution - Disclaimer from the Company and the LM**

The Company, the 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 the Company's instance and anyone placing reliance on any other source of information, including the Company's web site [www.iclmultitrading.com](http://www.iclmultitrading.com), would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the MoU entered into between the Lead Manager and the Company and the Underwriting Agreement to be entered into between the Underwriter and the Company and Market Making Agreement entered into among Lead manager, the Company and Market Makers.

All information shall be made available by the Company and the Lead manager 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 elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

**Investors who apply in the Issue will be required to confirm and will be deemed to have represented to the Company, 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 of the Company and will not Issue, sell, pledge, or transfer the Equity Shares of the Company to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of the Company. The Company, the Underwriter 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 of the Company.**

#### **PRICE INFORMATION AND TRACK RECORD OF THE PAST ISSUE HANDLED BY THE LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by the Lead Manager, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer "Annexure A" to this Prospectus and the website of Lead Manager at [www.cvindia.com](http://www.cvindia.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 authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds) and to FIIs, eligible NRIs and other eligible foreign investors (viz. FVCIs, multilateral and bilateral development financial institutions). This 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 himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been submitted to the Stock Exchange. Accordingly, the Equity Shares represented thereby 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 the 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.**

**The Equity Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

### **DISCLAIMER CLAUSE OF NSE EMERGE PLATFORM**

National Stock Exchange of India Limited (NSE). has given, vide its letter dated [●], permission to the Company to use the Exchange's name in this offer document as one of the stock exchanges on which the Company's securities are proposed to be listed on the SME Platform. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:-

- 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 the Exchange; or
- iii. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

### **Filing**

A Copy of Draft Prospectus has not been filed with SEBI, nor will SEBI issue any observation on the offer document in term of Regulation 106 (M) (3) and 106 (O) of SEBI (ICDR) Regulations, 2009. However, a copy of the Prospectus will be filed with SEBI Northern Regional Office, 5th Floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi – 110001

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the ROC at the Office of the Registrar of the Companies, 37/17, Westcott Building, The Mall, Kanpur-208001

### **Listing**

The Company has obtained in principle approval from NSE vide letter dated [●] to use the name of NSE in this offer document for listing of equity shares on SME Platform of NSE.

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In-Principle approval of the SME Platform of NSE. However, application shall be made to SME Platform of NSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its SME Platform after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

In case the permission for listing of the Equity Shares is not granted by the above mentioned Stock Exchange, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. If such money is not repaid within 8 days after the day from which the Issuer becomes liable to repay it, our Company and every director of our Company who is an officer in default shall, on and from expiry of 8 days, be jointly and severally liable to repay that money with interest, at 15% per annum on the application monies as prescribed under Section 40 of the Companies Act, 2013.

Our Company with the assistance of the lead manager shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges mentioned above are taken within Six Working Days of Issue Closing Date.

### **Consents**

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer, the auditors, the legal advisors, the Bankers to the Company; and (b) the LM, the Bankers to the Issue and the Registrar to the Issue to act in their respective capacities, have been obtained and would be filed along with a copy of the Prospectus with the ROC as required under Sections 26 of the Companies Act and such consents have not been withdrawn up to the time of delivery of the Draft Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, Saroj Kumar Jha & Associate, have given their written consent to the inclusion of their financial report in the form and context in which it appears in the Draft Prospectus and such consent and report has not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

### Expert Opinion

Except for the Statement of Tax Benefits dated June 22, 2018 by M/s. Saroj Kumar Jha & Associate, Chartered Accountants and the Auditors' Report dated June 20, 2018, by Independent Peer Review Certified Auditor M/s. Saroj Kumar Jha & Associate, Chartered Accountants, the Company has not obtained any expert opinions.

### Issue Related Expenses

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated expenses of the Issue are as follows:

Expenses	Expenses (Rs. in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Issue size)
Payment to Merchant Banker Market Making fees, Selling commissions, Underwriting, SCSB commissions, Brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers, etc. and other out of pocket expenses.	135.00	67.50	7.56
Printing and Stationery (including courier and transportation charges)	5.00	2.50	0.28
Marketing and Advertising Expenses	55.00	27.50	3.08
Others (Processing fees, listing fee, Corporate Action charges etc)	5.00	2.50	0.28
<b>Total estimated Issue expenses</b>	<b>200.00</b>	<b>100.00</b>	<b>11.20</b>

### Fees Payable to the LM

The total fees payable to the LM and (including underwriting commission and selling commission) will be as stated in the Memorandum of Understanding between the Company and the LM, a copy of which is available for inspection at the registered office of the Company.

### Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed between the Company and the Registrar to the Issue, a copy of which is available for inspection at the registered office of the Company.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or allotment advice by registered post/speed post/under certificate of posting.

### Particulars regarding Public or Rights Issues during the Last Five Years

We have not made any previous rights and/or public issues during the last five years, 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 Equity Shares otherwise than for cash**

Except as stated in the section titled "Capital Structure" on page 57, of this Draft Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

**Commission and Brokerage paid on Previous Issues of the Equity Shares**

Since this is the initial public issue of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since the Company's inception.

**Previous capital issue during the previous three years by listed group companies, subsidiaries and associates of the Company**

None of the group companies, associates and subsidiaries of the Company is listed on any stock exchange.

**Promise vis-a-vis objects – Public/ Rights Issue of the Company and/ or listed group companies, subsidiaries and associates of the Company**

All of our Group / Associate are unlisted and have not made a public issue of shares in the last ten (10) years preceding the date of the Draft Prospectus.

**Outstanding Debentures or Bonds**

The Company does not have any outstanding debentures or bonds as of the date of filing this Draft Prospectus.

**Outstanding Preference Shares**

The Company does not have any outstanding preference shares.

**Stock Market Data of the Equity Shares**

This being an initial public issue of the Company, the Equity Shares are not listed on any stock exchange.

**Mechanism for Redressal of Investor Grievances**

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment; demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the 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 center 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 center of the SCSB where the Application Form was submitted by the ASBA applicants.

**Disposal of Investor Grievances by our Company**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board vide resolution passed at the Board Meeting held on December 18, 2017. For further details, please refer to the chapter titled "Our Management" beginning on page 113 of this Draft Prospectus.

We have appointed Mr. Amrita Singh, as Company Secretary and Compliance Officer and he may be contacted in case of any pre-issue or post-issue problems. He can be contacted at the following address:

**ICL Multitrading India Limited**

Registered Office: A-105, Sector 63 Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 307, India

Tel. No. +91 0120 4544 143

Email: [info@iclmultitrading.com](mailto:info@iclmultitrading.com)

Website: <http://www.iclmultitrading.com>

**Changes in Auditors**

There has been no change in the Statutory Auditors of the Company in the last 3 years.

**Capitalisation of Reserves or Profits**

Except as disclosed under section titled "**Capital Structure**" beginning on page 57 of the Draft Prospectus, the Company has not capitalized its reserves or profits at any time during the last five years.

**Revaluation of Assets**

Our Company has revalued the land during financial year ending 31<sup>st</sup> March 2016 worth Rs. 342,352,880.00. Further as on date of filing of draft prospectus with NSE Emerge the Company has same amount as mentioned above in revaluation of land.

**Tax Implications**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "Statement of Tax Benefits" beginning on page 77 of the Draft Prospectus.

**Purchase of Property**

Other than as disclosed under section titled "Our Business" beginning on page 88 of this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Draft Prospectus, other than property, in respect of which:-

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Draft Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

**Servicing Behaviour**

Except as stated in the Draft Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**Payment or benefit to officers of Our Company**

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

Except as disclosed under sections titled "**Our Management**" and "**Related Party Transactions**" beginning on pages 113 and 139 respectively of the Draft Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

## SECTION VIII - ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, the 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, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, 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 investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their account number and authorizing the banks to make payment in case of allotment by signing the application form.*

### AUTHORITY FOR THE ISSUE

The present Public Issue of 2,100,800 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on 02<sup>nd</sup> April, 2018 and was approved by the shareholders of the Company by passing resolution at the Extra Ordinary General Meeting held on 02<sup>nd</sup> May, 2018 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

### RANKING OF EQUITY SHARES

The Equity Shares being issued pursuant to the Issue shall be subject to the provisions of the Companies Act and the Memorandum of Association (MOA) and Articles of Association (AOA) and shall rank pari-passu in all respects with the existing Equity Shares including rights to receive dividend. The Allottees upon Allotment of the Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment.

For further details, please refer to the chapter titled "Main Provisions of the Articles of Association" beginning on page 261.

### 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 as per provisions of the Companies Act, 2013.

For further details, please refer to the chapter titled 'Dividend Policy' on page 140.

### FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Draft Prospectus at the price of Rs. 85 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled 'Basis for Issue Price' beginning on page 74. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### COMPLIANCE WITH THE DISCLOSURE AND ACCOUNTING NORMS

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

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity 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 including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "Main Provisions of Articles of Association" beginning on page 261.

### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tri-Partite Agreement dated 19<sup>th</sup> March, 2018, entered into between NSDL, our Company and the Registrar to the Issue;
- Tri-Partite Agreement dated 06<sup>th</sup> March, 2018, entered into between CDSL, our Company and the Registrar to the Issue.

The trading of the Equity Shares will happen in the minimum contract size of 1,600 equity shares and the same may be modified by the NSE-Emerge 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 multiple of 1,600 equity shares and is subject to a minimum allotment of 1,600 equity shares to the successful applicants in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations the minimum application size in terms of specified securities shall not be less than Rupees One Lakh per application.

### **MINIMUM NUMBER OF ALLOTTEES**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 6 working days of closure of Issue.

### **JOINT HOLDERS**

Where 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.

### **NOMINATION FACILITY TO 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 in accordance with section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A

nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 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 dematerialised 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.

#### **ISSUE PROGRAMME**

<b>ISSUE OPENS ON</b>	[●]
<b>ISSUE CLOSES ON</b>	[●]

#### **MINIMUM SUBSCRIPTION**

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Issue Closing Date, we shall forthwith refund the entire subscription amount received not later than 70 days from the Issue Closing Date. If there is a delay beyond eight days after the expiry of 70 days from the Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescriber under section 39(3) of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs. 1,000 for each day during which the default continues or Rs. 100,000, whichever is less.

Additionally, section 40(3) of the 2013 Act requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 500,000, but which may extend to Rs. 5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 300,000 or with both.

*In accordance with Regulation 106P(1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Draft Prospectus and shall not be restricted to the minimum subscription level.*

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 1,600 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 NSE Emerge Platform.

#### **MIGRATION TO MAIN BOARD**

As per the provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009 and NSE Circular dated March 10, 2014, our company may migrate to the main board of National Stock Exchange of India 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 crore 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 favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the 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 10 crore but below Rs. 25 crore, 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 favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### MARKET MAKING

The shares offered through this issue are proposed to be listed on the NSE Emerge Platform wherein the Lead Manager to the issue shall ensure compulsory Market Making through registered Market Maker of the National Stock Exchange of India Limited for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus. For further details of the Market Making arrangement see chapter titled "General Information - Details of the Market Making Arrangements for this Issue" beginning on page 51.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012, it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

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

Further, the Market Maker shall give two (2) way quotes till it reaches the upper limit threshold, thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

### 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 as detailed in chapter titled "Capital Structure" beginning on page 57 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 Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section "Main Provisions of the Articles of Association" beginning on page 261 of this Draft Prospectus.

## **PRE-ISSUE ADVERTISEMENT**

Subject to section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the ROC publish a pre-issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language nation daily newspaper, one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of the Company is situated.

## **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

As per section 29(1) of Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every Company making public offer shall issue securities in dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2(1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of Companies making an Initial Public Issue shall be dematerialized form only, therefore our Company shall issue shares only in dematerialized form. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment.

## **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Uttar Pradesh, India.

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

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

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post-issue face value capital does not exceeds ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the NSE Emerge). For further details regarding the salient features and terms of such an Issue please refer to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 207 and 215.

The Issue is being made by way of Fixed Price method.

### FOLLOWING IS THE ISSUE STRUCTURE:

The issue comprises of 2,100,800 equity shares of face value of Rs. 10 each ("equity shares") of ICL Multitrading India Limited ("Company" or "Issuer" or "ICL") for cash at a price of Rs. 85 per equity share (including a share premium of Rs. 75 per equity shares) ("Issue price") aggregating to 1,785.68 lakhs ("Issue") by our Company, of which 107,200 equity shares of face value of Rs. 10 each fully paid up will be reserved for subscription by Market Maker to the issue ("Market Maker Reservation Portion"). The issue less the Market Maker reservation portion i.e. issue of 1,993,600 equity shares of face value of Rs. 10 each fully paid up ("Net Issue"). The issue and the net issue will constitute 30.16% and 28.62% respectively of the post issue paid up equity share capital of the Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	1,993,600 Equity Shares	107,200 Equity Shares
Percentage of Issue Size available for allocation	94.90% of the Issue size	5.10% of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 1,600 Equity Shares and further allotment in multiples of 1,600 Equity Shares each. For further details, please refer to the "Basis of Allotment" on page 225.	Firm Allotment
Mode of Application	All Applicants must compulsorily apply through ASBA Process (online or the physical form)	Through ASBA Process Only
Minimum Application Size	<b><u>For Other than Retail Individual Investors:</u></b> Such number of Equity Shares in multiples of 1,600 Equity Shares at an price of Rs. 85 each, such that the Application Value exceeds Rs. 200,000/- <b><u>For Retail Individuals Investors:</u></b> 1,600 Equity Shares at an Issue Price of Rs. 85 each.	107,200 Equity Shares
Maximum Application Size	<b><u>For Other than Retail Individual Investors:</u></b> Such number of equity shares in multiples of 1,600 Equity Shares such that the Application Size does not exceed 1,993,600 Equity Shares subject to limits the investor has to adhere under the relevant laws and regulations applicable.	Application size shall be 107,200 equity shares since there is a firm allotment

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	<p><b><u>For Retail Individuals Investors:</u></b> Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Value does not exceed Rs. 200,000/-.</p>	
Application lot Size	1,600 Equity Shares thereafter in multiples of 1,600 Equity Shares.	
Mode of Allotment	Dematerialized Form	
Trading Lot	1,600 Equity Shares	1,600 Equity Shares, However the Market Maker 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.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please refer to "Issue Structure" on page 212.

\*As per Regulation 43, sub regulation (4) of the SEBI (ICDR) Regulations, the allocation in the net issue to public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to:
  - (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

For the purpose of Regulation 43(4), if 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.

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- i. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares Issued through this Issue on its Emerge Platform, which the Company shall apply for after Allotment;
- ii. The final RoC approval of the Prospectus after it is filed with the RoC.
- iii. In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre- issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the issue after the issue Closing Date and

subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

**ISSUE PROGRAMME**

<b>ISSUE OPENING DATE</b>	[ • ]
<b>ISSUE CLOSING DATE</b>	[ • ]

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m. and 3.00 p.m. Applications will be accepted only on Working Days, i.e., all trading days of stock exchange excluding Sundays and bank holidays.

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the website of the Stock Exchange and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 01, 2016.

Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Applicants are required to submit application to the Selected Branches / Offices of the RTAs, DPs, or 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 National Stock Exchange of India Limited 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 see the above mentioned National Stock Exchange of India Limited website.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form

**Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Prospectus.**

### PART A

#### FIXED PRICE ISSUE PROCEDURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009 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.

## APPLICATION FORM

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

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 color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs 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 Draft Prospectus.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- an SCSB, with whom the bank account to be blocked, is maintained;
- a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker');
- a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- a registrar to an offer 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
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

## WHO CAN APPLY?

In addition to the category of Applicants as set forth under "General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including: -

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non Institutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

## MAXIMUM AND MINIMUM APPLICATION SIZE

### A. For Retail Individual Applicants:

The Application must be for a minimum of 1,600 Equity Shares and in multiples of 1,600 Equity Shares thereafter, so as to ensure that the application amount payable by the Applicants does not exceed Rs. 200,000. In case of revision of Application, the Retail Individual Applicants have to ensure that the application amount does not exceed Rs. 200,000.

### B. For Other Applicants (Non-Institutional Bidders and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 200,000 and in multiples of 1,600 Equity Shares thereafter. An application cannot be submitted for more than the net issue Size i.e. 1,993,600 Equity Shares. However, the maximum application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Applicants cannot withdraw or lower the size of their application at any stage and are required to pay the entire application Amount upon submission of the application. The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in application, the Non-Institutional Bidders, who are individuals, have to ensure that the application Amount is greater than Rs 200,000 for being considered for allocation in the Non-Institutional Portion.

*Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.*

*The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## PARTICIPATION BY ASSOCIATES OF LEAD MANAGER

The Lead Manager, Market maker and the Underwriters, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates and affiliates of the Lead Manager 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 Lead Manager, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the 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 National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) 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.

### **INFORMATION FOR THE APPLICANTS**

- a) Our Company and LM shall declare the Issue opening and Issue closing dates in the Draft Prospectus to be registered with the Registrar of Companies, Uttar Pradesh and Uttarakhand and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
- b) Our Company will file the Draft Prospectus with the Registrar of Companies at least 3 (three) days before the Issue Opening Date.
- c) Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the website of the Stock Exchange.
- d) Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Lead Manager, the Registrar to the Issue, and the Registered Office of the Company.
- e) Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
- f) Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
- g) The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
- h) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs) , the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
- i) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
- j) The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

### **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. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

### **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.

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 NRIS**

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.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

### **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 subaccounts, 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 sectoral 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 colour). 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 nonconvertible 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; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of 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 XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
    - ❖ Any other transaction specified by the Board.
  - c) No transaction on the stock exchange shall be carried forward;
  - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
    - i. Transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
    - ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
    - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
    - v. Divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines 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 XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - 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 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 a further 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 with other categories 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 or by limited companies, corporate bodies, registered societies, eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a 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 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 reason thereof.

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. 250.00 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250.00 million, 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.

### **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.

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 National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.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 National Stock Exchange of India Limited (The Designated Stock Exchange). 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).
3. For applications where the proportionate allotment works out to less than 1,600 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 1,600 equity shares; and
  - b) 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.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,600 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 1,600 equity shares subject to a minimum allotment of 1,600 equity shares.
5. 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 1,600 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 Draft Prospectus.
6. The above proportionate allotment of shares in an Issue that is over subscribed shall be subject to the reservation for small individual applicants as described below:
  - a) 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.
  - b) The balance net offer of shares to the public shall be made available for allotment to
    - i. Individual applicants other than retails individual investors and
    - ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c) 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. 200,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

For the purpose of Regulation 43(4), if 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.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the 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 are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations), Instruct your respective Banks to not release the funds blocked in the ASBA Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Applicants should submit their application through ASBA process only.
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### ***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 SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- 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 Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 200,000 (for applications by Retail Individual Applicants);
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not 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.
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended; and
- Do not make more than five applications from one bank account.

### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **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.

### **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.

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form, duplicate PAN and mismatch of PAN;
- 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 1,600;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;

- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications 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, NonInstitutional Applicants where the Application Amount is in excess of Rs. 200,000, received after 3.00 pm on the Issue Closing Date;
- Detailed of ASBA Account not provided in the Application Form;
- Amount not blocked in ASBA within prescribed time;
- More than five application forms blocked from one ASBA Account.

### **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 in 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 DRAFT PROSPECTUS WITH THE ROC**

The Company will file a copy of the Draft Prospectus with the Registrar of Companies, Uttar Pradesh and Uttarakhand, in terms of Section 26 of Companies Act, 2013.

### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 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 Offer Opening Date and the Offer Closing Date. This advertisement,

subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

### **SUBMISSION OF APPLICATION FORM**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

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. Investors are advised to instruct their Depository Participants to accept the Equity Shares that may be allocated/ allotted to them pursuant to this issue.

### **DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- ✓ Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- ✓ The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

### **PAYMENT OF REFUND**

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft 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.

### **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

1. That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
2. 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;

3. 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;
4. that the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
5. that all steps shall be taken to ensure the 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;
6. 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 applicable law for the delayed period;
7. that the letter of allotment/unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
8. 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.
6. The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- i. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares Issued through this Issue on its Emerge Platform, which the Company shall apply for after Allotment;
- ii. The final RoC approval of the Prospectus after it is filed with the RoC.
- iii. In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will

appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre- issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the issue after the issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

### **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 following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Tri-Partite Agreement dated 19<sup>th</sup> March, 2018 entered into between NSDL, our Company and the Registrar to the Issue;
- (b) Tri-Partite Agreement dated 06<sup>th</sup> March, 2018 entered into between CDSL, our Company and the Registrar to the Issue.

The Company's Equity shares bear an ISIN No. INE453Z01010

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 was submitted 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 AMOUNT) 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 Draft Prospectus. ASBA Applicants are advised to make the 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/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

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 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 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 or Registered Brokers or Registered RTAs or DPs registered with SEBI. 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 the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 01, 2010 all the investors can apply through ASBA process and after SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors must 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.

## PART B

### GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956 to the extent applicable, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue.*

This General Information Document relates to the Public Issue of 2,100,800 Equity Shares of Rs.10/- each fully paid of ICL Multitrading India Limited ("the Company" or "the Issuer") for Cash at a Price of Rs. 85/- Per Equity Share in Terms of Chapter XB of the SEBI (ICDR) Regulations, 2009 (As amended from time to time), under the Fixed Price Mode and are proposed to be listed on the SME Platform of National Stock Exchange of India Limited. Accordingly, the Investors are advised to refer to the particulars of this GID in context of Fixed Price Issue being made under Chapter XB of the SEBI (ICDR) Regulations, 2009.

#### SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009**").

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment.

The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM** to the Issue at [www.ccvindia.com](http://www.ccvindia.com) and on the website of Securities and Exchange Board of India ("**SEBI**") at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

#### Section 2: Brief introduction to IPOs on SME Exchange

##### 2.1. Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) or the Applicable Regulations of Chapter XB of the SEBI ICDR Regulations, 2009, as amended. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Draft Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crores rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crores rupees and up to twenty five crores rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulations.

## **2.2. Other Eligibility Requirements**

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 and the Companies Act, 1956 to the extent applicable (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry- specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M of Chapter XB of SEBI (ICDR) Regulation:

- a. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- b. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed Allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013
- c. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- e. The Company should have track record of at least 3 years.
- f. The Company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive.
- g. The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.
- h. The Issuer shall mandatorily facilitate trading in demat securities.
- i. The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
- j. No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- k. No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- l. The Company should have a website. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital, is not more than ten crores rupees. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

### **2.3. Types of Public Issues – Fixed Price Issues and Book Built Issues**

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

### **2.4. Issue Period**

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

### **2.5. Migration to Main Board**

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

(a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to Stock Exchange for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Or

(b) If the Paid up Capital of the company is more than 10 crores and upto Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## 2.6. Flowchart of Timelines

A flow chart of process flow in Fixed Price Issues is as follows:



### Section 3: Category of Investors Eligible to Participate in an Issue

**Each Applicant should check whether it is eligible to apply under applicable law.** Furthermore, certain Categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FDI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLP) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lacs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and Policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

## SECTION 4: APPLYING IN THE ISSUE

### Fixed Price Issue:

Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus. Applicants should ensure that they apply in the appropriate category.

The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non- repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

### 4.1 Instructions for filing the Application Form (Fixed Price Issue)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced next page:

### Sample of Common Application form –R

<b>COMMON APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b> <small>Registered Office: _____</small>	<small>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</small>					
<b>LOGO</b>	To, The Board of Directors <b>XYZ LIMITED</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="text-align:center;"><b>FIXED PRICE ISSUE</b></td> <td style="text-align:center;">ISSUE OPENS ON : _____</td> </tr> <tr> <td style="text-align:center;">ISIN - INEXXXXXXXX</td> <td style="text-align:center;">ISSUE CLOSES ON : _____</td> </tr> </table>	<b>FIXED PRICE ISSUE</b>	ISSUE OPENS ON : _____	ISIN - INEXXXXXXXX	ISSUE CLOSES ON : _____	
<b>FIXED PRICE ISSUE</b>	ISSUE OPENS ON : _____						
ISIN - INEXXXXXXXX	ISSUE CLOSES ON : _____						
		<b>Application Form No.</b> _____					
<small>BROKER/SCSB/DP/RTA STAMP &amp; CODE</small>	<small>SUB-BROKER'S/SUB-AGENT'S STAMP &amp; CODE</small>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST APPLICANT</b>					
		Mr. / Ms. _____					
<small>BANK BRANCH STAMP &amp; CODE</small>	<small>BANK BRANCH SERIAL NO.</small>	Address _____					
		Email _____					
<small>REGISTRAR'S SERIAL NO.</small>		Tel. No. (with STD code) / Mobile _____					
		<b>2. PAN OF SOLE / FIRST APPLICANT</b>					
		_____					
<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b>		<b>6. INVESTOR STATUS (✓)</b>					
<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL <small>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID</small>							
<b>4. APPLICATION DETAILS</b>		<b>5. CATEGORY (✓)</b>					
<b>No. of Equity Shares of ₹ ___/- each applied at the Issue Price i.e. at ₹ ___ per share</b>  <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:30%;"><small>(In figures)</small></td> <td style="width:30%;"><small>(In words)</small></td> <td style="width:40%;"></td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> </table>			<small>(In figures)</small>	<small>(In words)</small>			
<small>(In figures)</small>	<small>(In words)</small>						
		<input type="checkbox"/> <b>Retail Individual Applicant</b> <input type="checkbox"/> <b>Non-Institutional Applicant</b> <input type="checkbox"/> <b>QIB</b>					
<b>7. PAYMENT DETAILS</b>		<b>PAYMENT OPTION : FULL PAYMENT</b>					
Amount Paid (₹ in figures) _____ (₹ in words) _____							
ASBA Bank A/c No. _____							
Bank Name & Branch _____							
_____							
<small>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'INVESTORS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.</small>							
<b>8A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange system)</b>					
Date: _____, 2017	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) _____ 2) _____ 3) _____						

TEAR HERE

<b>LOGO</b>	<b>XYZ LIMITED</b> INITIAL PUBLIC ISSUE - R	<b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b>	<b>Application Form No.</b> _____
DPID / CLID _____		PAN of Sole / First Applicant _____	
Amount Paid (₹ in figures) _____ Bank & Branch _____		<b>Bank's Stamp &amp; Signature</b>	
ASBA Bank A/c No. _____			
Received from Mr./Ms. _____			
Telephone / Mobile _____ Email _____			

TEAR HERE

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	<b>No. of Equity Shares</b>	<b>In Figure</b>	<b>In Words</b>	<b>Stamp &amp; Signature of Broker / SCSB / DP / RTA</b>	<b>Name of Sole / First Applicant</b>
	<b>Amount Paid (₹)</b>		<b>Acknowledgement Slip for Applicant</b>		
	ASBA Bank A/c No. _____		<b>Application Form No.</b> _____		
	Bank & Branch _____				
<b>XYZ LIMITED - INITIAL PUBLIC ISSUE</b>	<b>Shares</b>				
	<b>Amount Paid (₹)</b>		<b>Acknowledgement Slip for Applicant</b>		
	ASBA Bank A/c No. _____		<b>Application Form No.</b> _____		
	Bank & Branch _____				

### Sample of Common Application form -NR

<b>COMMON APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b> Registered Office: _____	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FIIS, FVCIS ETC. APPLYING ON A REPATRIATION BASIS																											
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#### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and email and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

***"Any person who***

- a) ***makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or***
- b) ***makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***
- c) ***otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,***

***shall be liable for action under section 447 of the said Act."***

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

#### 4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

- a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Applicants whose demat accounts have been “suspended for credit” are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

#### **4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS**

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

#### **4.1.4 FIELD NUMBER 4: APPLICATION DETAILS**

- a) The Issuer may mention Price in the Draft Prospectus. However prospectus registered with ROC contains one price.
- b) Minimum and Maximum Application Size

##### **i. For Retail Individual Applicants**

The Application must be for a minimum of 1,600 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 1,600 Equity Shares.

##### **ii. For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs.2,00,000 and in multiples of 1,600 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

- c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

- i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
  - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- e) The following applications may not be treated as multiple Applications:
- i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
  - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
  - iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

#### **4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

- (a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- (b) All categories of investors can participate in the Issue only through ASBA mechanism.
- (c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

##### **4.7.1.1. Payment instructions for Applicants**

- (a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.
- (b) Applicants should specify the Bank Account number in the Application Form. The application form submitted by an applicant and which is accompanied by cash, demand , money order, postal

order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

- (c) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Application Forms can be submitted.
- (f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- (g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.
- (h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.
- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (n) SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

#### **4.1.8 UNBLOCKING OF ASBA ACCOUNT**

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non-allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

- c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

#### **4.1.8.1 Discount (if applicable)**

- a) The Discount is stated in absolute rupee terms.
- b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable) shall be blocked.

#### **4.1.8.2 Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORIZATIONS**

- a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.
- c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

#### **4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

- a) All communications in connection with Applications made in the Issue should be addressed as under:
- (i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.
  - (ii) In case of Applications submitted to the Designated Branches of the SCSBs or Registered Brokers or Registered RTA/DP, the Applicants should contact the relevant Designated Branch of the SCSB or Registered Brokers or Registered RTA/DP, as the case maybe.
  - (iii) Applicant may contact the Company Secretary and Compliance Officer or LM in case of any other complaints in relation to the Issue.
- b) The following details (as applicable) should be quoted while making any queries –
- (i) Full name of the sole or Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
  - (ii) name and address of the Designated Intermediary, where the Application was submitted; or
  - (iii) In case of ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of allotment.
- c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

**SAMPLE OF REVISION FORM- R**

<b>COMMON REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION R</b> Registered Office: _____	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS		
<b>LOGO</b>	To, The Board of Directors XYZ LIMITED	<table border="1" style="margin:auto;"> <tr><td style="text-align:center;">FIXED PRICE ISSUE</td></tr> <tr><td style="text-align:center;">ISIN - INEXXXXXXX</td></tr> </table>	FIXED PRICE ISSUE	ISIN - INEXXXXXXX
	FIXED PRICE ISSUE			
ISIN - INEXXXXXXX				
		Application Form No. _____ ISSUE OPENS ON : _____ ISSUE CLOSES ON : _____		
BROKER/SCSB/DP/RTA STAMP & CODE	SUB-BROKER'S/SUB-AGENT'S STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST APPLICANT</b>		
BANK BRANCH STAMP & CODE	BANK BRANCH SERIAL NO.	Mr. / Ms. _____		
REGISTRAR'S SERIAL NO.		Tel. No. (with STD code) / Mobile _____		
		<b>2. PAN OF SOLE / FIRST APPLICANT</b>		
		<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		
		For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID		

PLEASE CHANGE MY APPLICATION

PHYSICAL

4. FROM (as per last Application or Revision)																				
Options	No. of Equity Shares applied (Application must be in multiples of _____ equity shares)								Price per Equity Share ₹ _____ (In Figures)											
	(In Figures)								Issue Price				Discount, if any				Net Price			
Option 1	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1	
(OR) Option 2	NOT APPLICABLE								NOT APPLICABLE											
(OR) Option 3	NOT APPLICABLE								NOT APPLICABLE											

5. TO (Revised Application)																				
Options	No. of Equity Shares applied (Application must be in multiples of _____ equity shares)								Price per Equity Share ₹ _____ (In Figures)											
	(In Figures)								Issue Price				Discount, if any				Net Price			
Option 1	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1	
(OR) Option 2	NOT APPLICABLE								NOT APPLICABLE											
(OR) Option 3	NOT APPLICABLE								NOT APPLICABLE											

<b>6. PAYMENT DETAILS</b>	<b>PAYMENT OPTION : Full Payment</b>
Amount Paid (₹ in figures) _____	(₹ in words) _____
ASBA Bank A/c No. _____	
Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'INVESTORS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST APPLICANT</b>  Date: _____, 2017	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) _____ 2) _____ 3) _____	<b>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange system)</b>  _____ _____
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----- TEAR HERE -----

<b>LOGO</b>	<b>XYZ LIMITED</b> INITIAL PUBLIC ISSUE - REVISION - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Application Form No. _____
DPID / CLID _____			PAN of Sole / First Applicant _____
Additional Amount Paid (₹ in figures) _____	Bank & Branch _____	<b>SCSB Branch Stamp &amp; Signature</b>	
ASBA Bank A/c No. _____		<div style="border: 1px solid black; width: 100%; height: 100%;"></div>	
Received from Mr./Ms. _____			
Telephone / Mobile _____	Email _____		

----- TEAR HERE -----

<b>XYZ LIMITED - REVISION - R</b>	No. of Equity Shares	In Figure	In Words	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Applicant
	Additional Amount Paid (₹)				
	ASBA Bank A/c No. _____				
	Bank & Branch _____				<b>Acknowledgement Slip for Applicant</b>
					Application Form No. _____

**FIELD 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

**4.2.1 FIELD 4 & 5: APPLICATION REVISION "FROM" AND "TO"**

- a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category

**4.2.2 FIELD 6: PAYMENT DETAILS**

Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

**4.2.3 FIELD 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

**4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM**

**4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-**

Mode of Application	Submission of application Form
All Investors Application	To the Application Collecting Intermediaries

**SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

**5.1 Applicants may note that there is no bid cum application form in a fixed price issue**

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only (ASBA Account). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

**5.2 Grounds of rejections**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name 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 person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum 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 1,600;
- Category not ticked;
- Multiple Applications as defined in this Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in the Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or — qualified institutional buyers<sup>II</sup> as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application 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;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants , Non Institutional Applicants where the Application Amount is in excess of Rs. 200000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by NSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;

- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form
- For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

**APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

This being Fixed Price Issue, this section is not applicable for this Issue.

#### **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The allotment of Equity Shares to Applicants other than Retail Individual Investors may be on proportionate basis. For Basis of Allotment to Applicants may refer to Prospectus. No Retail Individual Investor is will be allotted less than the minimum Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities).

##### **7.1 Basis of Allotment Retail Individual Investors**

Applications received from the RII applicants at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RII Applicants to the extent of the valid applications. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RII Applicants who can be Allotted the minimum Lot will be computed by dividing the total number of Equity Shares available for Allotment to RII Applicants by the minimum Lot ("Maximum RII Allottees"). The Allotment to the RII Applicants will then be made in the following manner:

- (a) In the event the number of RII Applicants who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RII Applicants shall be Allotted the minimum Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RII Applicants who have received Allotment as per (i) above for the balance demand of the Equity Shares application made by them (i.e. who have applied for more than the minimum application size).
- (b) In the event the number of RII Applicants who have submitted valid applications in the Issue is more than Maximum RII Allottees, the RII Applicants (in that category) who will then be allotted minimum lot shall be determined on the basis of draw of lots.

##### **7.2 ALLOTMENT TO NIIs**

Applications received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Portion.

### 7.3 ALLOTMENT TO QIBs

Applications received from QIBs applying in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have applied at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Portion; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

### 7.4 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the applicants shall also be made from the Refund Account as per the terms of the Banker to Issue Agreement and the Prospectus.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) **Issuer will ensure that:** (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

## SECTION 8: INTEREST AND REFUNDS

### 8.1 Completion of formalities for listing & commencement of trading

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

### 8.2 Grounds for refund

#### 8.2.1 Non receipt of listing permission

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are

disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

### **8.2.2 Minimum subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including involvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 6 working days of closure of the issue.

Further in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs. 100000/- (Rupees One Lakh) per application.

The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

## **8.3 MODE OF UNBLOCKING OF FUND**

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

### **8.3.1 Mode of making refunds for Applicants**

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

## **8.4 Interest in case of delay in allotment or refund**

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

## **SECTION 9: GLOSSARY AND ABBREVIATIONS**

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Terms	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Application Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	A Application made by an ASBA Applicant
Applicant	Prospective Applicants in the Issue who apply through ASBA
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise.
Applicant	Any prospective investor (including an ASBA Applicant) who makes a Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Broker Centres	Broker centers notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account

Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a>
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/ Prospectus of the Issuer
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Prospectus	This Prospectus to be filed with ROC in accordance with the provision of Section 26 of Companies act, 2013 contain Issue price.
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable

Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Applied for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act, 1956 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTA	Registrar to the Issue and Share Transfer Agent
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than Rs. 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than Rs. 200,000.

Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Underwriters	The Lead Manager and [●]
Underwriting Agreement	The agreement dated [●], entered into between the Underwriters and our company.
Working Day	Any day, other than 2 <sup>nd</sup> and 4 <sup>th</sup> Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Issue Period, —Working Days   shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.

## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India ("**Industrial Policy**") and Foreign Exchange Management Act, 1999 ("**FEMA**"). While the Industrial Policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB, Accordingly, the process for Foreign Direct Investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**").

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. DIPP issued Consolidated FDI Policy Circular of 2017 ("**FDI Policy 2017**"), which with effect from August 28, 2017. The FDI Policy incorporates the changes made in the past year, including liberalization of sectors such as construction, defence, broadcasting, single brand retail trading and LLPs. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a Non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment Policy ("**FDI Policy 2016**") and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI and such other conditions as provided in the FDI Policy from time to time. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

**The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S), 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. However, the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

## SECTION IX - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

### MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

#### INTERPRETATION

1. In these Articles unless there be something in the subject matter or context inconsistent therewith:
  - i. **"The Act"** means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.
  - ii. **"Articles"** means Articles of Association of the Company as originally framed or altered from time to time
  - iii. **"Beneficial Owner"** shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.
  - iv. **"Board" or "Board of Director"** means the Collective body of the Board of Directors of the Company.
  - v. **"Chairman"** means the Chairman of the Board of the Directors of the Company.
  - vi. **"The Company"** means ICL MULTITRADING INDIALIMITED
  - vii. **"Depositories Act, 1996"** shall mean Depositories Act, 1996 and include any Statutory modification or re- enactment thereof for the time being in force.
  - viii. **"Depository"** shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.
  - ix. **"Directors"** mean the Directors for the time being of the Company.
  - x. **"Dividend"** includes any interim dividend.
  - xi. **"Document"** means a document as defined in Section 2 (36) of the Companies Act, 2013.
  - xii. **"Equity Share Capital"**, with reference to any Company limited by shares, means all share capital which is not preference share capital;
  - xiii. **"KMP"** means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.
  - xiv. **"Managing Director"** means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.
  - xv. **"Month"** means Calendar month.
  - xvi. **"Office"** means the registered office for the time being of the Company.
  - xvii. **"Paid-up share capital"** or "share capital paid-up" means such aggregate amount of money credited as paid- up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;
  - xviii. **"Postal Ballot"** means voting by post or through any electronic mode.

- xix. **"Proxy"** includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.
- xx. **"Public Holiday"** means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.
- xxi. **"Registrar"** means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.
- xxii. **"Rules"** means the applicable rules as prescribed under the relevant sections of the Act for time being in force.
- xxiii. **"SEBI"** means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.
- xxiv. **"Securities"** means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)
- xxv. **"Share"** means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.
- xxvi. **"Seal"** means the common seal of the Company.
- xxvii. **"Preference Share Capital"**, with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to—  
 (a) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and  
 (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;

Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.

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.

'In writing' and 'written' includes printing, lithography and other modes of representing or reproducing words in a visible form.

## Share Capital

2. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.
3. 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. Further provided that 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.

### **Issue of Sweat Equity Shares**

4. Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

### **Issue of Debentures**

5. The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

### **Issue of Share Certificates**

6.
  - 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 fifteen days (15) of the application for registration of transfer of 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 Rupees twenty for each certificate after the first.
  - ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
  - iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - iv. 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.
7. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the 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.
8. 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.
9. The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.

### **Power to pay Commission In connection with the Securities issued**

10.
  - 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.

### **Variations of Shareholder's rights**

11.
  - 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 mutatis 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.
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

### **Issue of Preference Shares**

13. Subject to the provisions of section 55 and 62, any preference shares may with the sanction of Special 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.

### **Further Issue of shares**

14. (1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:
  - (a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.
  - (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.
  - (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.
- (2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
- (3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.

## **Lien**

15.

- 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;
  - c. Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares

Provided that the Board of 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.

16. 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.

17.

- 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.

18.

- 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.
- ii. 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.

## **Joint Holdings**

19. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:-

- a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.
- b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

- d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.
- e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.
- f)
  - (i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint- holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.
  - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.
- g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.

#### **Calls on shares**

20.

- 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 shares 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.

21. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

23.

- 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 or 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.

24.

- 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.
  - iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
25. The Board—
- i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
  - ii. 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.
26. Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.
- Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.
27. The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.
28. The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.

### **Transfer of shares**

- 29.
- i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.
  - ii. Each share in the Company shall be distinguished by its appropriate number.
  - iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.
- 30.
- 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.
31. The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-
- i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - ii. any transfer of shares on which the Company has a lien.
  - iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
32. The Board shall decline to recognise any instrument of transfer unless—

- i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.

Provided that, transfer of shares in whatever lot shall not be refused.

- iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),
  - iv. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred;
  - v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.
33. The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay
34. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, 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
35. The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.

#### **Register of Transfers**

36. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.

#### **Dematerialisation of Securities**

- 37.
- i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.
    - a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.
    - b. Option for Investors:

Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

- c. Securities in Depository to be in fungible form:-
  - o All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
  - o Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.
- d. Rights of Depositories & Beneficial Owners:-  
Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.
- e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.
- ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.
- iii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
- vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.
- vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

### **Transmission of shares**

38.

- 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 recognised by the Company as having any title to his interest in the shares.
- ii. Nothing in clause (i) 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.

39.

- 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.
- 40.
- 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 transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
41. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that 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.

42. The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.

#### **Forfeiture of shares**

43. If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
44. The notice aforesaid shall—
- i. 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 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.
45. 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.
- 46.
- 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.
- 47.
- 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.
- 48.
- 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 transfer of the shares in favour of the person to whom the share is sold or disposed off;
  - iii. The transferee shall thereupon be registered as the holder of the share; and
  - 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.
49. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
51. Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
52. The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
53. 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.
54. The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

#### **Initial payment not to preclude forfeiture**

55. Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.

#### **Alteration of capital**

56. 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.

57. Subject to the provisions of section 61, the Company may, by ordinary resolution,—
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - iv. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

#### **Conversion of Shares into Stock**

58. Where shares are converted into stock,—
- i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- ii. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- iii. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

#### **Reduction of Capital**

59. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- i. its share capital;
  - ii. any capital redemption reserve account; or
  - iii. Any share premium account.

#### **Share Warrants**

60. The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.

The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.

Not more than one person shall be recognized as depositor of the share warrant.

The Company shall, on two days written notice, return the deposited share warrants to the depositor.

Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.

The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.

The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.

### **Capitalisation of profits**

61.

- 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 bonus shares, 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.
- iii. Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized.

62.

- 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 to 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**

63. 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 Meeting**

64. All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.

65.

i. The Board may, whenever it thinks fit, call an extraordinary general meeting.

ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.

iii. 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**

66.

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.

i. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.

ii. In any other case, the quorum shall be decided as under:

a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;

b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

67. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

68. 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.

69. 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.

70. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

71. A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

### **Demand for poll**

72.

- i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.
- ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

### **Time of taking poll**

73.

- i. A poll demanded on a question of adjournment shall be taken forthwith.
- ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.

### **Adjournment of meeting**

74.

- 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**

75. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

- i. on a show of hands, every member present in person shall have one vote; and
- ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

76. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

77.

- 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.

78. 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.

79. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
80. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
81. 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.
- 82.
- 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.
83. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

#### **Casting Vote**

84. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

#### **Representation of Body Corporate**

85. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

#### **Circulation of member's resolution**

86. The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.

#### **Resolution requiring special notice**

87. The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.

#### **Resolutions passed at adjourned meeting**

88. The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

#### **Registration of resolutions and agreements**

89. The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.

### **Minutes of proceedings of general meeting and of Board and other meetings**

90.

- i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.
- ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :
  - A. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
  - B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
  - C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
  - D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
  - E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
  - F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:
    - a. the names of the Directors present at the meetings, and
    - b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.
- iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
  - a. is or could reasonably be regarded, as defamatory of any person
  - b. is irrelevant or immaterial to the proceedings; or
  - c. in detrimental to the interests of the Company.
- iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.

### **Minutes to be considered to be evidence**

91. The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.

### **Publication of reports of proceeding of general meetings**

92. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

### **Proxy**

93. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
94. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
95. 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**

96. The First Directors of the Company are

- 1. ROOP KISHORE GOLA**
- 2. AVADHESH KUMAR GOLA**
- 3. RAJNI GUPTA**

97. The Directors need not hold any "Qualification Share(s)".

98. Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.

Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.

99.

- 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.

100. The Board may pay all expenses incurred in getting up and registering the company.

101. 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.

102. All cheques, promissory notes, drafts, hundis, 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.

103. 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.

104.

- 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.

#### **Retirement and Rotation of Directors**

105. Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.
106. The remaining Directors shall be appointed in accordance with the provisions of the Act.
107. At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
108. Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.
109. Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.
110. Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.

#### **Nominee Director**

111. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.
112. The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.
113. The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.

114. The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.

Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.

115. Provided also that in the event of the Nominee Directors being appointed as Whole time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.

#### **Removal of Directors**

116. The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.
117. Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
118. On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
119. Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,
- (a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and
  - (b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent ( whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

120. A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.

121. A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
122. If the vacancy is not filled under clause (5) above , it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.

123. Nothing in this section shall be taken-
- a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
  - b) as derogating from any power to remove a director under other provisions of this Act.

#### **Remuneration and sitting fees to Directors including Managing and whole time Directors**

124. Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.

In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.

- a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or
  - b. In connection with the business of the Company.
125. Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/- ( Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

#### **Powers and duties of Directors:**

##### **Certain powers to be exercised by the Board only at meeting**

- 126.
- i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.
    - a. The power to make calls on shareholders in respect of money unpaid on their shares;
    - b. The Power to authorize buy-back of securities under Section 68 of the Act.
    - c. Power to issue securities, including debenture, whether in or outside India
    - d. The power to borrow moneys
    - e. The power to invest the funds of the Company,
    - f. Power to Grant loans or give guarantee or provide security in respect of loans
    - g. Power to approve financial statements and the Board's Report
    - h. Power to diversify the business of the Company
    - i. Power to approve amalgamation, merger or reconstruction
    - j. Power to take over a Company or acquire a controlling or substantial stake in another Company
    - k. Powers to make political contributions;
    - l. Powers to appoint or remove key managerial personnel (KMP);
    - m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;

- n. Powers to appoint internal auditors and secretarial auditor;
- o. Powers to take note of the disclosure of director's interest and shareholding;
- p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;
- q. Powers to invite or accept or renew public deposits and related matters;
- r. Powers to review or change the terms and conditions of public deposit;
- s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.

- ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.
- iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.
- iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.
- v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.

### **Restriction on powers of Board**

127.

- i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :
  - a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;
  - b) remit, or give time for the repayment of any debt, due by a Director;
  - c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
  - d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or
  - e) contribute to *bona fide* charitable and other funds, aggregate of which ill in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.
- ii. Nothing contained in sub-clause (a) above shall affect:
  - a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or
  - b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.
- iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance

with the provisions contained in that behalf in the Act.

- iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
128. Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.

#### **General powers of the Company vested in Directors**

129. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

#### **Specific powers given to Directors**

130. Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:
- i. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;
  - ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;
  - iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
  - iv. to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
  - v. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;
  - vi. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they

may think fit;

- vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
- viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;
- ix. To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;
- x. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;
- xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;
- xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;
- xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;
- xiv. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.
- xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.
- xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;
- xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with

the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;

- xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.
- xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.
- xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.
- xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;

## **MANAGING DIRECTORS**

### **Power to appoint Managing or Whole-time Directors**

131.

- a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.
- b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.
- c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.

### **Proceedings of the Board**

- 132.
- a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
  - b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
133. The quorum for meetings of Board/Committees shall be as provided in the Act under the rules.
- 134.
- a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
  - b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
135. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
136. The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- 137.
- a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
  - b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

### **Delegation of Powers of Board to Committee**

- 138.
- a) 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.
  - b) 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.
- 139.
- a) A committee may elect a Chairperson of its meetings.
  - b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 140.
- a) A committee may meet and adjourn as it thinks fit.
  - b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
141. 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.
142. 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**

143. Subject to the provisions of the Act,—

- a) 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;
- b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.

144. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, 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**

145.

- a) The Board shall provide for the safe custody of the seal.
- b) 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**

146. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

147. 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.

148.

- a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

149.

- a) 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.
- b) 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.
- c) 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.

150. 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.

151.

- a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

152. 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.

153. 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.

154. No dividend shall bear interest against the Company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;

155. Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.

The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.

156. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

157. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

### **Accounts**

158.

- a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.
- b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

### **Inspection of Statutory Documents of the Company:**

159. Minutes Books of General Meetings

- a) The books containing the minutes of the proceedings of any general meeting of the Company shall;
  - i. be kept at the registered office of the Company, and

- ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.

Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness at least 15 days in advance.

- b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof.

160. Register of charges:

- a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.
- b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—
  - a. by any member or creditor without any payment of fees; or
  - b. by any other person on payment of such fees as may be prescribed,

Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

**Audit**

161.

- a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.
- c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.
- d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

**Winding up**

162. Subject to the provisions of Chapter XX of the Act and rules made there under—

- 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 others securities whereon there is any liability.

### **Indemnity**

163. 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 Subject to the provisions of Chapter XX of the Act and rules made there under

### **Secrecy**

164.

- (a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.
- (b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.

## SECTION X- OTHER INFORMATION

### MATERIAL CONTRACTS & DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of the Draft Prospectus) which are or may be deemed material have been entered or to be entered into by the Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus which will also be delivered to the Registrar of Companies, Uttar Pradesh & Uttrakhand for registration and also the documents for inspection referred to hereunder, may be inspected at the registered Office of our Company, from 10.00 a.m. to 2.00 p.m. on working days from the date of the Draft Prospectus until the date of closure of the Issue.

#### A. Material Contracts:

1. Memorandum of Understanding dated July 15, 2018 between our Company and the Lead Manager.
2. Memorandum of Understanding dated July 02, 2018 between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] between our Company, the Lead Manager, the Bankers to the Issue and Registrar to the Issue.
4. Market Making agreement dated [●] between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company and Underwriters.
6. Tripartite agreement dated March 19<sup>th</sup>, 2018, between NSDL, the Company and the Registrar to the Issue;
7. Tripartite agreement dated March 06<sup>th</sup>, 2018 between CDSL, the Company and the Registrar to the Issue;

#### B. Documents for Inspection:

1. Certificate of Incorporation dated 07<sup>th</sup> September, 2012 issued by the Registrar of Companies, Uttar Pradesh, in the name of ICL Infradevelopers Private Limited;
2. Fresh Certificate of Incorporation dated 30<sup>th</sup> September, 2013 issued by the Registrar of Companies, Uttar Pradesh, from ICL Infradevelopers Private Limited to ICL Multitrading India Private Limited;
3. Fresh Certificate of Incorporation dated 08<sup>th</sup> December, 2017 issued by the Registrar of Companies, Uttar Pradesh, pursuant to conversion of name from ICL Multitrading India Private Limited to ICL Multitrading India Limited;
4. Memorandum and Articles of Association of the Company;
5. Copy of the resolution passed by the Board of Directors at their meeting held on 02<sup>nd</sup> April 2018 approving the proposed public issue
6. Copy of the special resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013 in the Extra-ordinary General Meeting of the Company held on 02<sup>nd</sup> May, 2018 approving the Initial Public Offering;
7. Copy of the Certificate dated June 25, 2018 from the Saroj Kumar Jha & Associates, Chartered Accountants regarding the sources and deployment of funds;
8. Consents of the Promoters, Promoter Group, Directors, Lead Manager, Market Maker, Underwriters, Legal Advisor to the Issue, Registrar to the Issue, Statutory Auditors, Peer Reviewed Auditors, Bankers to the Company, Bankers to the Issue, Company Secretary & Compliance Officer and Chief Financial Officer to act in their respective capacities and for inclusion of their names in the Draft Prospectus;
9. Consent of the Saroj Kumar Jha, Chartered Accountants, for inclusion of their examination reports on restated financial statements as at 31<sup>st</sup> March, 2018, 2017, 2016, 2015 and 2014 in the form and context in which they appear in the Draft Prospectus;
10. Examination Report issued by Sanjeev Neeru & Associates, Chartered Accountants, dated June 06, 2018 in connection with the restated financial statements of our Company as at December 31, 2017 and for the years March 31, 2017, 2016, 2015, 2014 and 2013, and for the nine (9) months period ended December 31, 2017 in the form and context in which they appear in the Prospectus;

11. Certificate dated 22<sup>nd</sup> June, 2018 from Saroj Kumar Jha, Chartered Accountants, regarding the Statement of Tax Benefits;
12. Annual Reports of the Company for the last five Financial Year;
13. Due Diligence certificate dated July 20, 2018 to be submitted by the Lead Manager to Stock Exchange i.e. NSE along with the Draft Prospectus;
14. Copy of In-Principle from NSE vide letter dated [●] to use the name of NSE in this Offer Document for listing of Equity Shares on the SME Platform of the NSE.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of the Company or if required by the 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 certify that all the relevant provisions of the Companies Act, 2013 or Companies Act 1956 to the extent applicable, and the guidelines issued by the Government of India or the Regulations issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made there under or guidelines/regulations issued, as the case may be. We further certify that all the disclosures and statements made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Name	Designation	Signature
Mr. Roop Kishore Gola	Managing Director	
Mr. Avadhesh Kumar Gola	Whole Time Director	
Mr. Jitendra Kumar Gupta	Non Executive Non Independent Director	
Mr. Brij Bhushan Sharma	Independent Director	
Ms. Nilisha Chaudhary	Independent Director	
Mr. Pankaj Kumar Jha	Independent Director	

Signed by:

Name	Designation	Signature
Mr. Avadhesh Kumar Gola	Chief Financial Officer	
Mr. Sudipta Kumar Biswas	Chief Executive Officer	
Ms. Amrita Singh	Company Secretary & Compliance Officer	

Place: Noida  
Date: July 21, 2018

**ANNEXURE-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%	-9.11%
5.	Narmada Agrobases Limited	7.49	32.00	19-04-2018	31.45	-4.32%	N.A.	N.A.
						-0.57%		
6.	Rudrabhishek Enterprises Limited	18.73	41.00	13-07-2018	41.25	N.A.	N.A.	N.A.

**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%
1 <sup>st</sup> April, 2018 to till date	2	26.22	Nil	Nil	1	Nil	Nil	Nil	Nil	Nil	Nil	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.