





## JASH ENGINEERING LIMITED

Our Company was incorporated as Jash Engineering Industries Private Limited under the provisions of Companies Act 1956 vide Certificate of Incorporation dated September 29, 1973 at Indore. Subsequently, the name of the company was changed to Jash Engineering Private Limited vide Certificate of Incorporation dated January 29, 1976 in Indore. In furtherance to this, the name of the company was changed to Jash Engineering Limited pursuant to section 23 of the Companies Act, 1956 and the special resolution passed by the members of the company at its Extra-Ordinary General Meeting held on July 15, 1994. A fresh certificate of incorporation consequent to change of name was issued to the company stating the new name Jash Engineering Limited. The corporate identity number of the company is U28910MP1973PLC001226. For details of Incorporation, Change in the Name and Registered Office of our Company please refer to chapters titled "General Information" and "History and Certain Other Corporate Matters" beginning on pages 57 and 161 of this Prospectus.

**Registered Office:** 31, Sector-C, Sanwer Road, Industrial Area, Indore 452015, Madhya Pradesh.  
**Tel No.:** +91-731-6732700; **Fax No.:** +91-731-2720499; **E-mail:** [info@jashindia.com](mailto:info@jashindia.com); **Website:** [www.jashindia.com](http://www.jashindia.com)  
**Contact Person:** Mr. Tushar Kharpade, Company Secretary & Compliance Officer

<b>PROMOTERS OF OUR COMPANY: MR. LAXMINANDAN AMIN, MR. PRATIK PATEL, MS. BHAIKAVI PATEL AND MR. HARSH PATEL</b>	
<p><b>INITIAL PUBLIC OFFERING OF 40,00,800 EQUITY SHARES OF FACE VALUE OF RS.10 EACH ("EQUITY SHARES") OF JASH ENGINEERING LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS.120 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 110 PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING TO RS. 4800.96 LAKH (THE "OFFER") COMPRISING OF A FRESH ISSUE OF 22,61,198 EQUITY SHARES BY OUR COMPANY AGGREGATING TO RS. 2713.43 LAKH (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 17,39,602 EQUITY SHARES AGGREGATING TO RS. 2087.52 LAKH BY PRAGATI INDIA FUND LIMITED, (THE "SELLING SHAREHOLDER") ("OFFER FOR SALE"), AND TOGETHER WITH FRESH ISSUE ("THE OFFER"). THE OFFER COMPRISES OF 2,00,400 EQUITY SHARES OF FACE VALUE OF RS.10 EACH FOR CASH AT A PRICE OF RS.120 PER EQUITY SHARE AGGREGATING UP TO RS. 240.48 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. 38,00,400 EQUITY SHARES OF FACE VALUE OF RS.10 EACH FOR CASH AT A PRICE OF RS.120 PER EQUITY SHARE, AGGREGATING RS. 4560.48 LAKH IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 33.80% AND 32.11%, RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.</b></p> <p><i>The Selling Shareholder has undertaken in consultation with the BRLM, a private placement of 8,33,500 Equity Shares for cash consideration aggregating Rs. 1000.20 Lakh ("Pre-IPO Placement"). The size of the Offer as disclosed in the Draft Red Herring Prospectus dated August 31, 2017 being Rs. 1000.20 Lakhs.</i></p> <p><b>THE OFFER PRICE IS 12.00 TIMES OF THE FACE VALUE OF EACH EQUITY SHARE. THE MINIMUM BID LOT IS OF 1200 EQUITY SHARES AND IN MULTIPLES OF 1200 EQUITY SHARES THEREAFTER WILL BE DEDUCATED BY THE COMPANY IN CONSULTATION WITH THE SELLING SHAREHOLDER AND THE BRLM AND WILL BE ADVERTISED IN ENGLISH EDITION OF BUSINESS STANDARD, AN ENGLISH DAILY NEWSPAPER, BUSINESS STANDARD A HINDI DAILY NEWSPAPER EACH WITH WIDE CIRCULATION AND CHOUTHA SANSAR, INDORE EDITION OF HINDI REGIONAL DAILY NEWSPAPER WHERE THE REGISTERED OFFICE OF THE COMPANY IS SITUATED, AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITES.</b></p> <p>In case of any revisions in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and there revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and the terminals of the Syndicate Members.</p> <p><b>In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Offer only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Offer Procedure" beginning on page 405 of this Prospectus. A copy of the Prospectus is delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.</b></p> <p><b>THE OFFER IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI (ICDR) REGULATIONS"). For further details please refer the section titled 'Offer Information' beginning on page 389 of this Prospectus.</b></p>	
<b>RISKS IN RELATION TO FIRST OFFER</b>	
<p>This being the first public Offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs.10 each and the Offer Price is 12 times of the face value. The Offer Price (determined and justified by our Company and the Selling Shareholder, in consultation with the BRLM as stated in "Basis for Offer Price" on page 104 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.</p>	
<b>GENERAL RISKS</b>	
<p>Investments in equity and equity-related securities involve degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 17 of this Prospectus.</p>	
<b>COMPANY'S &amp; SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY</b>	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed adhere to are honestly held and that there are no other facts, the omission or inclusion of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect. Further, the Selling Shareholder, severally and not jointly, accept responsibility for and confirm only to the extent of the information in the statements specifically confirmed or undertaken by such Selling Shareholder and the respective proportion of the Offered Shares offered by them in this Prospectus.</p>	
<b>LISTING</b>	
<p>The Equity Shares of our Company offered through this Prospectus are proposed to be listed on EMERGE Platform of National Stock Exchange of India Limited. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, our Company has received an in-principal approval letter dated September 15, 2017 from National Stock Exchange of India Limited for using its name in this offer document for listing of our shares on EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Offer EMERGE Platform of National Stock Exchange of India Limited shall be the Designated Stock Exchange.</p>	
<b>BOOK RUNNING LEAD MANAGER</b>	<b>REGISTRAR TO THE OFFER</b>
 <b>SYSTEMATIX GROUP</b> Investments Re-defined	 <b>LINKIntime</b>
<b>SYSTEMATIX CORPORATE SERVICES LIMITED</b> A/603-606, The Capital, Plot No. C 70, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra. <b>Tel:</b> +91-22-6704 8000 <b>Fax:</b> +91-22-6704 8022 <b>Website:</b> <a href="http://www.systematixgroup.in">www.systematixgroup.in</a> <b>Email:</b> <a href="mailto:jashipo@systematixgroup.in">jashipo@systematixgroup.in</a> <b>Contact Person:</b> Mr. Amit Kumar <b>SEBI Registration No:</b> INM 000004224 <b>Validity of Registration:</b> Permanent	<b>LINKINTIME INDIA PRIVATE LIMITED</b> C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083, Maharashtra. <b>Tel:</b> +91 22 4918 6000 <b>Fax:</b> +91 22 4918 6060 <b>Email:</b> <a href="mailto:jash.ipo@linkintime.co.in">jash.ipo@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Contact Person:</b> Ms. Shanti Gopalkrishnan <b>SEBI Registration Number:</b> INR000004058 <b>Validity of Registration:</b> Permanent
<b>OFFER PROGRAMME</b>	
<b>BID/OFFER OPENED ON: SEPTEMBER 28, 2017</b>	<b>BID/OFFER CLOSED ON: OCTOBER 3, 2017</b>

\*Subject to finalisation of Basis of Allotment

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## SECTION I

### GENERAL DEFINITIONS AND ABBREVIATIONS

*This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act or regulation, as amended or re-enacted from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

*Unless the context otherwise indicates or implies, all references to “the Issuer”, “Issuer Company”, “the Company”, “our Company” “Jash Engineering Limited” or “Jash” or “JEL” are references to Jash Engineering Limited and references to “we”, “our” or “us” are references to our Company, together with its Subsidiaries.*

#### Company Related and Selling Shareholder Related Terms

Term	Description
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board as described in the chapter titled "Our Management" on page 169.
Auditor or Statutory Auditor/ Peer Review Auditor	The Statutory Auditor of our Company, being Walker Chandiok & Co LLP (formerly Walker, Chandiok & Co)
Banker to our Company	The Bankers to the Company as mentioned in the chapter titled “General Information” on page 57 of this Prospectus.
Board or Board of Directors or our Board	The Board of Directors of our Company, as duly constituted from time to time, and includes any committee(s) of the Board constituted in accordance with the Companies Act, 2013.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company as described in the chapter titled "General Information" on page 57.
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid-up.
Equity Shareholders	Persons / Entities holding Equity Shares of our Company
Group Companies	Such Companies as are included in the chapter titled “Our Group Companies” beginning on page 192 of this Prospectus.
Internal Auditors	The internal auditors of our Company as described in the chapter titled "General Information" on page 57.
ISIN	International Securities Identification Number being INE039001011
Memorandum of Association or Memorandum or MOA	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, as described in the chapter titled “Our Management” on page 169.
Promoter, Promoters or our Promoters	Promoters of our Company being Mr. Laxminandan Amin, Mr. Pratik Patel, Mrs. Bhairavi Patel and Mr. Harsh Patel
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and as disclosed in the chapter titled “Our Promoters and Promoter Group” on page 187 of this Prospectus.
Registered Office	The Registered office of our Company situated at Plot No. 31, Sector C, Sanwer Road, Industrial Area, Indore 452015, Madhya Pradesh.

Term	Description
RoC or Registrar of Companies	Registrar of Companies situated at 3 <sup>rd</sup> Floor, A Block, Sanjay Complex, Jayendra Ganj, Gwalior, Madhya Pradesh 474009.
Shareholders	Shareholders of our Company
Selling shareholder / Pragati	Pragati India Fund Limited
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board as described in chapter titled "Our Management" on page 169.
Subsidiaries	Subsidiaries shall include the following companies: 1) Shivpad Engineers Private Limited 2) Jash USA, Inc 3) Mahr Maschinenbau GmbH, Austria 4) Engineering & Manufacturing Jash Limited 5) Rodney Hunt, Texas, USA (wholly owned subsidiaries of Jash USA Inc.)
You, your or yours	Prospective investors in this Offer

#### Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the respective portion of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
Allottee(s)	Successful Bidders(s) allotted/transferred. To whom Equity Shares have been
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account
ASBA Account	An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA Bidders	Any Bidder except anchor investor
ASBA Form/ Bid Cum Application	An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of this Prospectus.
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Surat and Ahmedabad
Bankers to the Offer	The banks which are clearing members and registered with SEBI as Banker to an Offer with whom the Public offer Account will be opened and in this case being HDFC Bank Limited
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Bidders under the Offer and which is described under chapter titled "Offer Procedure" beginning on page 405 of this Prospectus.
Bid(s)	An indication to make an offer during the Bid/Offer Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI(ICDR) Regulations in accordance with the Prospectus and Bid cum Application Form



Term	Description
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer
Bid cum Application form	The form used by a Bidder, to make a Bid and which will be considered as the application for Allotment in terms of the Prospectus.
Bid Cum Application Collecting Intermediaries	<ol style="list-style-type: none"> <li>1. a SCSB with whom the bank account to be blocked, is maintained</li> <li>2. a syndicate member (or sub-syndicate member), if any</li> <li>3. a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("Broker") if any</li> <li>4. a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)</li> <li>5. 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)</li> </ol>
Bid Lot	1200 Equity shares and in multiples of 1200 Equity Shares thereafter
Bid/ Offer Closing Date	The date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, which shall be notified in all edition of the English national newspaper Business Standard, all edition of the Hindi national newspaper Business Standard each with wide circulation and Choutha Sansar Indore edition of the Hindi daily newspaper where the Registered office of the Company is situated, in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations
Bid/ Offer Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper Business Standard, all edition of the Hindi national newspaper Business Standard each with wide circulation and Choutha Sansar Indore edition of the Hindi daily newspaper where the Registered office of the Company is situated, in case of any revision, the extended Bid/Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations.
Bid/ Offer Period	The period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder	Any prospective Resident Indian investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied
Bidding/collecting Centre	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XI of the SEBI (ICDR) Regulations, in terms of which the Offer is being made
Book Running Lead Manager or BRLM	The book running lead manager to the Offer namely Systematix Corporate Services Limited
Broker Centres	Broker centres notified by the Stock Exchanges, where the Bidders can submit the Bid cum application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of National Stock Exchange of India Ltd.

<b>Term</b>	<b>Description</b>
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	Rs.120per Equity Share
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Cut-off Price	Offer Price, which shall be any price within the Price Band finalised by our Company and the Selling Shareholder in consultation with the BRLMs. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non Institutional Bidders are not entitled to Bid at the Cut-off Price.
Collecting Depository Participant orCDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branch/Designated Branch	Such branch of the SCSBs which coordinate Applications under this Offer by the ASBA Applicants with the Registrar to the Offer 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 demographic details of the Bidders/Applicants such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Date	The date on which the Collection Banks transfer funds from the public offer accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Offer Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus following which the Board of Directors may Allot Equity Shares to successful Bidders in the Fresh Issue and the Selling Shareholder may give delivery instructions for the transfer of the respective Offered Shares.
Designated Intermediary (ies)	Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such centres of the RTAs where Bidder can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Ltd
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated August 31, 2017 issued in accordance with Section 26 and 32 of the Companies Act, 2013 and the SEBI (ICDR) Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible NRI	NRI's from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red

Term	Description
	Herring Prospectus constitutes an invitation to subscribe for the Equity Shares offered herein on the basis of the terms thereof.
First/sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	Rs. 115per Equity share
Fresh Issue	The fresh issue of up to 22,61,198 Equity Shares aggregating up to Rs. 2713.44 Lakhs by our Company.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
General Information Document/GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and included in “Offer Procedure” beginning on page 405 of this Prospectus.
L.D. Amin	Laxminandan Amin
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited
Market Making Agreement	Market Making Agreement dated August 31, 2017 between our Company, Book Running Lead Manager and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Systematix Shares & Stocks (India) Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The Reserved Portion of 2,00,400 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 120 per Equity Share aggregating Rs. 240.48 Lakhs for the Market Maker in this Offer.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Emerge Platform of NSE/ SME Exchange	The Emerge platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations
NSE	National Stock Exchange of India Limited
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of 38,00,400 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 120 per Equity Share aggregating Rs. 4560.48 Lakhs by our Company
Net Proceeds	Proceeds of the Fresh Issue less our Company’s share of the Offer expenses. For further information about use of the Offer Proceeds and the Offer expenses, see “Objects of the Offer” on page 95 of this Prospectus.
Non Institutional Bidders	All Bidders, including Category III FPIs that are not QIBs or Retail Individual Investors, who have apply for Equity Shares for an amount of more than Rs. 2,00,000 but not including NRIs other than Eligible NRIs
Non-Resident	A person resident outside India, as defined under FEMA and includes FIIs and FPIs
Offer	The initial public offer of up to 40,00,800 Equity Shares of face value of Rs.10 each for cash at a price of Rs. 120each, aggregating up to Rs. 4800.96 Lakhs comprising the Fresh Issue of 22,61,198 Equity Shares of face value of Rs.10 each for cash at a price of Rs. 120 each, aggregating up to Rs.2713.44 Lakhs and the Offer for Sale of up to 17,39,602 Equity Shares by 120 aggregating up to Rs. 2087.52Lakh
Offer Agreement	The agreement dated August 31, 2017 between our Company, the Selling Shareholder and the BRLM, pursuant to which certain arrangements are

Term	Description
	agreed to in relation to the Offer
Offer for Sale / OFS	The offer for sale of upto 17,39,602 Equity Shares aggregating up to Rs. 2087.52 Lakhs by the Selling Shareholder at the Offer Price in terms of the Prospectus. For further details in relation to Selling Shareholder, see “ <i>the Offer</i> ” on page 55 of this Prospectus.
Offer Price	The final price at which Equity Shares will be Allotted in terms of the Prospectus. The Offer Price has been decided by our Company and the Selling Shareholder in consultation with the BRLM on the Pricing Date in accordance with the Book-Building Process and the Prospectus
Offer Proceeds	The proceeds of the Offer that is available to our Company and the Selling Shareholder. For further information about use of Offer Proceeds see “ <i>Objects of the Offer</i> ” on page 95 of this Prospectus.
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Offer.
Other Investors	Investors other than Retail Individual Investors. These include individual bidders/applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Pre-IPO Placement	A private placement of 8,33,500 Equity Shares by the Selling Shareholder for cash consideration aggregating Rs. 1000.20 Lakh, at its discretion, prior to filing of the Prospectus with the RoC
Price Band	Price band of a minimum price of Rs. 115 per Equity Share (Floor Price) and the maximum price of Rs. 120 per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot size for the Offer has been decided by our Company and the Selling Shareholder in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/Offer Opening Date, in all editions of the English national newspaper Business Standard, all editions of the Hindi national newspaper Business Standard each with wide circulation and Choutha Sansar, Indore edition of the Hindi daily newspaper where the Registered office of the Company is situated..
Pricing date	The date on which our Company and the Selling Shareholder in consultation with the BRLM, has finalised the Offer Price
Public Offer Account	Account opened with the Banker to the Offer i.e. HDFC Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date.
Public Offer Account Agreement/ Banker to the Offer Agreement	Agreement entered on August 31, 2017 amongst our Company, Book Running Lead Manager, the Registrar to the Offer and Public Offer Bank/Banker to the Offer for collection of the Bid Amount on the terms and conditions thereof.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1) (zd) of the SEBI (ICDR) Regulations, 2009.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.
The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Offer Opening Date and will become the Prospectus	

Term	Description
Refund Account(s)	upon filing with the RoC on or after the Pricing Date The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being HDFC Bank Limited
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.nseindia.com">http://www.nseindia.com</a>
Registrar /Registrar to the Offer	Registrar to the Offer, in this case being Link Intime India Private Ltd. having registered office at C-101, 1 <sup>st</sup> Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083, Maharashtra
Registrar Agreement	The agreement dated 31, 2017, entered by our Company and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidder(s)/Retail Individual Investor(s) /RII(s)/RIB(s)	Individual Bidders, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i> ), who apply for an amount less than or equal to Rs 2,00,000
Revision Form	Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
Reservation Portion	The portion of the offer reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009
Reserved Category / Categories	Categories of persons eligible for making Bids under reservation portion.
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Offer registered under SEBI (Bankers to an Offer) Regulations, 1994, as amended from time to time, and which offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> or at such other website as may be prescribed by SEBI from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
Share Escrow Agreement	The Agreement to be entered into among the Selling Shareholder, our Company, BRLM and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer For Sale by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allotees
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely Link Intime India Private Ltd



Term	Description
SME Exchange	Emerge Platform of National Stock Exchange of India, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time
Sub-Syndicate members	A SEBI registered member of National Stock Exchange of India Limited appointed by the BRLM to act as a Sub- Syndicate Member in the offer.
Syndicate Agreement	Agreement dated September 12, 2017 entered into amongst the BRLM, the Syndicate Members, our Company and the Selling Shareholder in relation to the procurement of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, the BRLM and Systematix Shares & Stocks (India) Ltd.
Syndicate or Members of the Syndicate	The BRLM and the Syndicate Members
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriter(s)	Systematix Corporate Services Limited
Underwriting Agreement	The agreement dated August 31, 2017 entered into between the Underwriter, the Selling Shareholder and our Company
Unit I/Plant I	Plot no. 18- C, 29 to 31 and 32 B, Sector C, Industrial Area, Sanwer Road, Indore, Madhya Pradesh, PIN 452015
Unit II/Plant II	Survey no. 74/1, 74/2/1, 76/1/3, 76/1 Patari Halka No. 19, Bardari Tehsil, Dist Sanwer, PIN 453111 and Survey No. 77, Patwari Halka No 36, Bardari, Tehsil, Sanwer District, Madhya Pradesh, PIN 453111.
Unit III/Plant III (SEZ 1)	Plot No, M-11, Misc. Zone Phase II SEZ, Pithampur Dist. Dhar, Madhya Pradesh, PIN 454775.
Unit IV (SEZ 2)	Plot No, M-19, Misc. Zone Phase II SEZ, Pithampur Dist. Dhar, Madhya Pradesh, PIN 454775 (Our Company has applied for this plot of land)
Working Day	Working Day means all days, other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to the time period between (a) announcement of Price Band; and (b) Bid/Offer Period, Working Day shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays

#### Technical and Industry Related Terms

Term	Description
CAGR	Compound Annual Growth Rate
CCD	Compulsory Convertible Debentures
CGMP	Current Good Manufacturing Practices
CGTMSE	Credit Guarantee Trust Fund for Micro and Small Enterprises
CLCSS	Credit Linked Capital Subsidy Scheme
CNC	Computerised Numerical Control
CPI	Consumer Price Index
CRAMS	Contract Research and Manufacturing Services
Credit Suisse	Credit Suisse Business Analytics India



Term	Description
CSO	Central Statistics Office
CY	Current Year
DAVV	Devi Ahilya Vishwavidyalaya, Indore
DIC	District Industrial Centre, Indore
GDP	Gross Domestic Product
GMP	Good Manufacturing Practices
GST	Goods and Services Tax
GVA	Gross Value Added
IFC	International Finance Corporation
IIP	Index of Industrial Production
IMF	International Monetary Fund
ISO	International Organization for Standardization
JEL	Jash Engineering Limited
JV	Joint Venture
KVA	Kilo Volt Ampere
LLC	Limited Liability Company
M&A	Mergers and Acquisitions
MAT	Minimum Alternative Tax
MBA	Multiple Banking Arrangement
Mn	Million
MNC	Multi-National Corporations
M-o-M	Month-On-Month
MPAKVN	Madhya Pradesh Audyogik Kendriya Vikas Nigam (Indore) Ltd.
M.Sc.	Master of Science
MSMEs	Micro, Small and Medium Enterprises
MT	Metric Tonnes
MW	Mega Watt
OTC	Over the Counter
PC	Pay Commission
PE	Private Equity
Ph.D	Doctor of Philosophy
PPP	Purchasing Power Parity
RBI	Reserve Bank of India
R&D	Research & Development
SBI	State Bank of India
SEZ	Special Economic Zone
SIDBI	Small Industries Development Bank of India
SMEs	Small And Medium Enterprises
SSNNL	Sardar Sarovar Narmada Nigam Limited, Vadodara
SUs	Standard Units
WOS	Wholly Owned Subsidiary
WOS I/SEPL	Shivpad Engineering Private Limited, Chennai, India
WOS II/Jash USA	Jash USA Inc, United States of America
WOS III/Mahr	MahrMaschinenbau GmbH, Austria
WOS IV/EMJL	Engineering and Manufacturing Jash Limited, Hong Kong
UK	United Kingdom
US\$/ US dollar	United States Dollar, the official currency of United States of America
US/ U.S./ USA	United States of America
WEO	World Economic Outlook

Term	Description
WHO	World Health Organisation
WPI	Wholesale Price Index

#### Conventional and General Terms / Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investments Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
AoA	Articles of Association
ASBA	Application Supported by Blocked Amount
BIFR	Board for Industrial and Financial Reconstruction
BRLMs	Book Running Lead Managers
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CC	Cash Credit
CFO	Chief Financial Officer
CS	Company Secretary
CMD	Chairman and Managing Director
CIN	Corporate Identification Number
CIS	Commonwealth of Independent States
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the <u>notification of the notified sections</u>
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identity
D&B	Dun & Bradstreet, Mumbai
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation

<b>Term</b>	<b>Description</b>
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII(s)	Foreign Institutional Investors, as defined under the FII Regulations
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII(s)	Foreign Institutional Investors, as defined under the FII Regulations and registered with the SEBI under applicable laws in India.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FPI(s)	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
FV	Face Value
F.Y./FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI/ Government	Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
SEBI ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
IT Rules	The Income Tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
Key Managerial Personnel/KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 169 of this Prospectus.
Ltd.	Limited

Term	Description
Mtr	Meter
Mn	Million
MoA	Memorandum of Association
MoU	Memorandum of Understanding
MICR	Magnetic Ink Character Recognition
N/A or N.A.	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, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss
NOC	No Objection Certificate
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NI Act	Negotiable Instruments Act, 1881
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 2015, as amended from time to time
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time

Term	Description
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, together with the Listing Agreement
SEBI Takeover Regulations/ Takeover Regulations / Takeover	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange(s)	EMERGE Platform of NSE
Sq. mtr/Sq.Mtr.	Square Meter
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
u/s	Under Section
UIN	Unique Identification Number
US/ U.S./ USA/ United States	United States of America
U.S. GAAP	Generally accepted accounting principles in the United States of
UOI	Union of India
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
WTD	Whole-time Director
w.e.f.	With effect from
YoY	Year over year

Notwithstanding the following: -

- (i) In the section titled “*Main Provisions of the Articles of Association*” beginning on page 454 of thisProspectus, defined terms shall have the meaning given to such terms in that section;
- (ii) In the chapter titled “*Financial Statements*” beginning on page 198 of thisProspectus, defined terms shall have the meaning given to such terms in that chapter;
- (iii) In the section titled “*Risk Factors*” beginning on page 17 of thisProspectus, defined terms shall have the meaning given to such terms in that section;
- (iv) In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 107 of thisProspectus, defined terms shall have the meaning given to such terms in that chapter

In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 333 of thisProspectus, defined terms shall have the meaning given to such terms in that chapter.

## **PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

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

### **FINANCIAL DATA**

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the chapter titled “*Financial Statements as Restated*” beginning on page 198 of this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

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

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the chapter titled “*Financial Statements as Restated*” beginning on page 198 of this Prospectus.

### **CURRENCY OF PRESENTATION**

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

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

### **INDUSTRY AND MARKET DATA**

Unless stated otherwise, Industry and Market data and various forecasts used throughout this Prospectus have been obtained from publically available information at official website of India Brand Equity Foundation (IBEF), Impact Report of the company compiled by Dun & Bradstreet Report, Wikipedia, Annual Report and website of the Company.

Industry Sources and the sources stated are believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified by the Book Running Lead Manager or our Company or any of their affiliates or advisors. Such data involves



risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “*Risk Factors*” beginning on page 17 of this Prospectus. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the industry and market data presented in this 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

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

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

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 17, and 333 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

## SECTION II

### RISK FACTORS

*An investment in our Equity Shares involves a high degree of financial risk and you should carefully consider all information disclosed in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. If any, or some combination, of the following risks actually occurs, our business, prospects, results of operations and financial condition could suffer, the trading price of our Equity Shares could decline and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of our Company and the Offer, including the merits and risks involved. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. Unless specified or quantified in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. Investors should not invest in this Offer unless they are prepared to accept the risk of losing all or part of their investment, and they should consult their tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.*

*This Prospectus also contains forward-looking statements that involve risks and uncertainties. We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with Restated Standalone and Consolidated financial statements of our Company for the Fiscals 2013, 2014, 2015, 2016 and 2017 in each case prepared in accordance with Indian GAAP, including the schedules, annexure and notes thereto.*

*To obtain a better understanding of our business, you should read this section in conjunction with other chapters of the Prospectus, including the chapters titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and section titled "Financial Information of the Company" beginning on pages 124, 333, and 198 respectively of this Prospectus, together with all other financial information contained in the Prospectus.*

*The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.*

1. *Some risks may not be material individually but may be material when considered collectively.*
2. *Some risks may have material impact qualitatively instead of quantitatively.*
3. *Some risks may not be material at present but may have a material impact in the future.*

## INTERNAL RISK FACTORS

1. *There are certain outstanding legal processing involving our Company, our Promoters and Directors, Any failure to defend these proceedings successfully may have an adverse effect on our business prospects, financial condition, result of ongoing operations and reputation.*

There are certain outstanding legal proceedings involving our Company, our Promoters and Directors. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. A classification of these legal and other proceedings are given in the following table:

(Amount in Rs)		
Entity	No. of Cases	Total Outstanding Demand
<b>Company</b>		
<b>Direct Tax Liabilities</b>		
1.	2	1,21,330
<b>Material Pending Litigation</b>		
2.	3	10,83,353
<b>Directors</b>		
<b>Litigation involving criminal laws</b>		
3.	3	3,28,21,319
<b>Material Pending Litigation (By our directors)</b>		
4.	1	4,00,000
<b>Direct Tax Liabilities</b>		
5.	2	3,158

The amounts claimed in the proceeding have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. We may incur significant expenses and management time in such legal proceeding. Any adverse ruling in any of the above proceedings or consequent levy of penalties by other statutory authorities may render our Company / Promoters / Directors liable to 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, see chapter titled "*Outstanding Litigations and Material Developments*" beginning on page 363 of this Prospectus.

2. *Our Registered Office is on leasehold land.*

Our Registered Office from where we operate is not owned by our Company. Our Company has been occupying the Registered Office on leasehold basis through a deed of lease entered into by our Company with the Governor of Madhya Pradesh acting through the General Manager District Industries Centre for a period of 99 years commencing from May 1977 to and ending on May 2076. Further, the lease is subject to certain terms and conditions and any non-compliance of the same may lead to the termination of the lease which may have a material adverse effect on our operations and there can be no assurance that the renewal of the lease will be entered into. In the event the lease is not renewed, we may be required to shift our Registered Office to a new location and there can be no assurance that the arrangement our Company will enter into in respect of the new premises would be on such terms and conditions as the present one.

**3. *We have acquired the assets and brand of Rodney Hunt through our Subsidiary Jash USA Inc. and any failure to realize the anticipated benefits of this acquisition may have an adverse effect on our business, results of operations, financial condition and cash flows.***

Vide Asset Purchase Agreement dated September 21, 2016 and March 20, 2017 entered into between VAG USA LLC and our Subsidiary Jash USA Inc. our Company purchased the brand "Rodney Hunt" along with certain assets from VAG USA LLC. For details regarding the acquisition of Rodney Hunt, please refer to the chapter titled *"Our Business"* and *"History and Certain Corporate Matters"* beginning on page 124 and 161 respectively of this Prospectus.

The success of the acquisition of the said Rodney Hunt brand and assets will depend, in part, on our ability to realize the anticipated growth opportunities and synergies from the acquired business. This strategic acquisition may require that our management develop expertise in new areas, manage new areas of business and thus the clients. This could be a task that will require substantial time, expense and efforts from our management. If management's attention is diverted or there are any difficulties associated with establishing and executing our operations in the United States, our results of operations and cash flows could be adversely affected.

If we do not successfully integrate the said business anticipated operating advantages and cost savings may not be realized. The acquisition and integration of the Rodney Hunt brand involves a number of risks, including:

- lower than expected business of Rodney Hunt;
- inability to identify all the risks, liabilities and challenges in relation to Rodney Hunt;
- implementation of new regulations and laws which have a negative impact on Rodney Hunt;

Despite our due diligence process, we may fail to discover significant issues around Rodney Hunt's intellectual property, service offerings, customer relationships, or regulatory compliances. We cannot predict or guarantee that our efforts will be effective or will protect us from liability.

Even if we are able to successfully execute the business operations, it may not be possible to realize the full benefits of the opportunities, the synergies and other benefits that we currently expect will result from this acquisition, or realize these benefits within the time frame that we currently expect. Any failure to realize the anticipated benefits in a timely manner, or at all, could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, this acquisition may also expose us to potential risks, including risks associated with the integration of new operations, services and personnel, unforeseen or hidden liabilities, our inability to generate sufficient revenue to offset the costs of acquisitions, and potential loss of, or harm to, relationships with employees, suppliers or customers, any of which could significantly disrupt our ability to manage our business and adversely affect our financial condition and results of operations.

Accordingly, we cannot assure you that our current acquisition of Rodney Hunt will prove value accretive to us and to our shareholders. If any of the risks described above or any other incidental risks should materialize, our growth strategy, business, results of operation, cash flows and prospects may be adversely affected. We may not be able to maintain the levels of operating efficiency that Rodney Hunt achieved separately. Successful integration of acquired operations will depend upon our ability to manage those operations and to eliminate redundant and excess costs. Failure in effectively implementing our growth strategies may result in diminution, loss or write-off of our investments in such venture, which could materially adversely affect our business, results of operation, cash flows and financial condition.

4. ***We are dependent on our Directors, senior management and key personnel of our Company for success whose loss could impair the ability to continue to manage and expand business efficiently.***

Our Directors, senior management and key managerial personnel collectively have many years of experience in the industry and are difficult to replace. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. For further details of our Directors and key managerial personnel, see chapter titled "*Our Management*" beginning on page 169 of this Prospectus. Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Directors and other senior management could impair the ability to continue to manage and expand the business efficiently.

5. ***Our revenues depend on the success of water and waste water industry.***

We manufacture products that are sector/industry specific and are used by clients who belong to that particular sector only. Any significant decrease in product spending or outsourcing by customers in the industries to which we cater and from which we derive significant revenues, in the future may reduce the demand for our products. Any significant decrease in the growth of the industries or significant consolidation in the industries we cater to, or any decrease in growth or consolidation in industry segments in which we operate, may reduce the demand for our products leading to adverse effect on our financial results.

6. ***We may not be able to sustain effective implementation of our business and growth strategy.***

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

7. ***Our Order Book may be adjusted, cancelled or suspended by our clients and, therefore, our Order Book is not necessarily indicative of our future revenues or earnings. Additionally, even if fully performed, our Order Book may not be a reliable indicator of our future gross margins.***

As of July 31, 2017 our Order Book is Rs. 19,588.53 Lakhs. There can be no assurance that our Order Book will actually be realized as revenues or, if realized, will result in profits. In accordance with industry practice, most of our contracts/ purchase orders are subject to cancellation, termination, or suspension at the discretion of the client at any stage of the contract. In addition, the contracts in our Order Book are subject to changes in the scope of services to be provided as well as adjustments to the costs relating to the contracts. Our Order Book includes expected revenues for contracts that are based on estimates. Projects can remain in Order Book for extended periods of time because of the nature of the project and the timing of the particular services required by the project. The risk of contracts in Order Book being cancelled or suspended generally increases during periods of widespread economic slowdowns. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed. Any delay, cancellation or payment default could adversely affect our cash flow position, revenues and/or profit.



8. ***Our exports to South East Asia, Middle East Asia, Europe and US totally contributed approximately 30%, of our total revenues for FY 2017. Any change in the policies governing the industry in which we operate and /or an economic slowdown in these regions may affect our financial condition and business operations.***

Based on our restated consolidated financial statements for the financial years 2017, approximately 30% of our total revenues were contributed by exports to South East Asia, Middle East Asia, Europe and US. In the event of change in policies or laws in these regions with respect to quality standards, branding or restrictions on usage of certain products/raw materials, our financial condition and business operations may be adversely affected. Further, in the event of any economic slowdown in these regions, our customers may reduce or postpone the orders significantly, which may negatively affect our revenues and profitability. Further, any local social unrest, change in governmental policies and natural disaster in and around these regions could have a material adverse effect on our business, financial position and results of operations.

9. ***We have had negative net cash flow from investing and financing activities as per restated financial statements. Any negative cash flow in the future would adversely affect our business, results of operations and financial condition.***

We had negative net cash flow from investing and financing activities in the financial years 2015, 2016 and 2017. Our cash flows from investing and financing activities are further detailed in the table below:

Particulars	For the period ended (in Rs. Lakhs)		
	March 31, 2017	March 31, 2016	March 31, 2015
Net Cash from/ (used) in Investing Activities	(2,016.98)	(427.26)	(1,839.11)
Net Cash from/ (used) Financing Activities	144.27	(84.34)	(1,132.56)

Cash flow of our Company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and to make new investments without raising finance from external resources. There can be no assurance that our net cash flow from operating, investing activities will be positive in the future. Any negative cash flows from operating and investment activities in future would adversely affect our business, results of operations and financial condition. For more information regarding cash flows, see section titled "*Restated Consolidated Cash Flow Statements - Annexure 3*" beginning on page 204 of this Prospectus.

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

Our Company uses third party transportation for the delivery of our raw materials and finished products. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. In addition, raw materials / finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delays in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in road infrastructure and port facilities, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations

**11. *The operations of our Company are subject to manufacturing risk and may be disrupted by failure in the facilities. These liabilities and costs could have a material adverse effect on our business, results of operations and financial condition.***

Due to the nature of the business we are required to be compliant with requisite safety requirements and standards. Our manufacturing facilities are subject to operating risk arising from compliance with the directives of relevant government authorities. The operations of our Company are also subject to operating risks, such as breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, earthquakes and other natural disasters and industrial accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment and environmental damage. Such operating risks may result in non-compliance with government regulations, property damage and personal injury which may result in the imposition of civil and criminal penalties, which may adversely affect public perception about our operations and the perception of our suppliers, clients and employees.

Our Company has obtained insurance policies for covering risks such as break down of machinery, fire policy, money policy, marine cargo policy etc., wherein the aggregate of the sum insured is approximately Rs. 13,146 Lakhs. For details, please refer to the chapter titled "Our Business" beginning on page 124 of this Prospectus. We believe that our insurance coverage is adequate to cover the stated risks and is generally consistent with industry practice. However, to the extent that any uninsured risks materialize or we fail to effectively cover ourselves for any risks, we could be exposed to substantial costs and losses that would adversely affect results of operations. However, in the event of any force majeure event or such other event which is not covered under our various policies, we shall have to cover ourselves from our internal accruals which can have a material adverse effect on our business operations.

**12. *Our Company has not entered into any supply agreement for the major raw materials required for manufacturing of our products and are exposed to risks relating to fluctuations in commodity prices and shortage of raw material.***

Raw material costs are dependent on commodity prices, which are subject to fluctuations. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we experience a significant or prolonged shortage of raw materials from any of our suppliers and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules in a timely fashion, which would adversely affect our sales, margins and customer relations. In the absence of such supply agreements, we cannot assure that a particular supplier will continue to supply raw materials to us in the future. In the event the prices of such raw materials were to rise substantially or if imports were to be restricted in any manner, we may find it difficult to make alternative arrangements for supplies of our raw materials, on the terms acceptable to us, which could materially affect our business, results of operations and financial condition.

**13. *Our Contingent Liability and Commitments could affect our financial position.***

As on March 31, 2017, we had contingent liabilities of Rs.1512.73 Lakhs as per Restated Standalone Financial Statement which has not been provided in our financial statements and which could affect our financial position. Details of contingent liabilities and commitments are as follows:-

*(In Rs. Lakhs)*

Sr. No.	Particulars	Amount
1.	Corporate guarantee given on behalf of Shivpad Engineers Limited	100.00
2.	Standby Letter of Credit given on behalf of Jash USA, Inc.	1,034.18
3.	Central Sales Tax	355.43
4.	Service Tax	23.12
	<b>Total</b>	<b>1,512.73</b>

- 14. *Any inability on our part to maintain quality standards or keep pace with the technological developments could adversely impact our business, results of operations and financial conditions.***

Quality control is a vital element for our sector. Our business is dependent on the trust our customers have in the quality of our products. The products we manufacture must meet our customers' quality standards. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customers' quality standards. Any negative publicity regarding our Company, or products, including those arising from a drop in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our operations and our results from operations.

Any rapid change in our customers' expectation on account of changes in technology or introduction of new products or for any other reason and failure on our part to meet their expectation could adversely affect our business, result of operations and financial condition. We believe that we have always expanded our capacities and/or introduced new products based on latest technology to cater to the growing demand of our customers. We also believe that to meet our clients' needs, we must regularly update our existing technology and acquire or develop new technologies on a continuous basis. Our failure to anticipate or to respond adequately to changing technical, market demands and/or client requirements could adversely affect our business and financial results.

- 15. *Our lenders have a charge over our movable and immoveable properties in respect of finance availed by us.***

Our Company has availed of secured loans from banks by creating a charge over our moveable and immoveable properties. The total amount outstanding and payable by us as for towards secured loans were Rs.9, 400.28 lakhs as on July 31, 2017. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on our business, financial condition and results of operations. For further details, see chapter titled "*Financial Indebtedness*" beginning on page 345 of this Prospectus.

- 16. *We will not receive any proceeds from the Offer for Sale, which constitutes 43.48% of the offer size, as disclosed in the Objects of the Offer.***

This Offer includes an Offer for Sale of up to 17,39,602 Equity Shares by the Selling Shareholder, which constitutes 43.48% of the Offer Size. The proceeds of the offer for Sale will be paid to the Selling Shareholder and we will not receive any part of such proceeds. We will have access only to the Fresh Issue proceeds. For further details on the objects of the Offer, see chapter titled "*Objects of the Offer*" beginning on page 95 of the Prospectus.

- 17. *We are subject to foreign currency exchange rate fluctuations which could have a material adverse effect on our financial conditions.***

We incur expenses in foreign currencies during the normal course of business. Such expenses are incurred in supplying products from to our global clients at prices which are mutually agreed upon. Further, on the export of our products we receive sale proceeds in foreign currency. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Changes in the value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees and a possible appreciation of the foreign currencies with respect to the Rupee may have an unfavorable impact on such results in case of fall in the value of the foreign exchange for the purpose of receiving sale proceeds for sale of goods. In the course of normal business, we may cover foreign exchange risks using standard market instruments; however, we cannot assure that we will be able to effectively mitigate the adverse impact of currency fluctuations on our operating results.

**18. *Majority of our manufacturing facilities are located on leasehold premises.***

Our Company does not own the land on which our manufacturing facilities are located. The land on which our Unit I and Unit II are located has been leased by us from the Governor of Indore through the General Manager – District Trade & Industries Centre for a period of 99 years and 30 years in certain cases. Similarly, for our Unit – III located in the SEZ, the land has been taken on lease from Madhya Pradesh Audyogik Kendra Vikas Nigam (Indore) Limited for a period of 30 years commencing from March 7, 2009 to March 6, 2039. Additionally, some of the land on which our Unit –II is located is leased in the name of one of our group companies, Patamin Investments Private Limited.

Further, the lease is subject to certain terms and conditions and any non-compliance of the same may lead to the termination of the lease which may have a material adverse effect on our operations and there can be no assurance that the renewal of the lease will be entered into. In the event the lease is not renewed, we may be required to shift our manufacturing facility to a new location and there can be no assurance that the arrangement our Company will enter into in respect of the new manufacturing facilities would be on such terms and conditions as the present one.

**19. *Reduction or termination of tax incentives and benefits available to Our Company's manufacturing unit located in the SEZ would adversely impact our tax liabilities.***

Our Company has established its Unit – III in its SEZ facility at Plot No. M-11, Miscellaneous Zone, SEZ Phase – II, Sector II, Pithampur, District Dhar, Madhya Pradesh. An SEZ unit in India is entitled to certain tax incentives and benefits detailed in the chapter titled "*Statement of Tax Benefits*" beginning on page 107 of this Prospectus subject to fulfillment of the terms and conditions imposed by the SEZ authorities. In the event our Company fails to comply with the said terms and conditions, our Company will not be entitled to such tax incentives and benefits which may have an adverse effect on our results of operations and financial condition. Further, these income tax incentives have been granted to our Company only for a period of 15 years. Further, our Company cannot assure you that the Indian Government will not enact laws in the future that would adversely impact the tax incentives and benefits and consequently, the tax liabilities and profits of our Company.

**20. *Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations.***

Obsolescence, destruction, theft or breakdowns of our major plants or machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all, particularly where our plants or machineries are not readily available from the market or require services from original machinery manufacturers. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect on our business, cash flows, financial condition and results of operations. For further details of our Plant and Machineries, see chapter titled "*Our Business*" beginning on page 124 of the Prospectus.

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

Our business is working capital intensive primarily on account of high debtor days and inventory levels. A significant portion of our working capital is utilized towards trade receivables and inventories. Summary of the working capital position is set out below:

(Rs in Lakhs)

Particulars	Restated Consolidated				
	2017	2016	2015	2014	2013
<b>Current Assets</b>					
Current Investments	0.57	0.35	0.26	0.26	26.00
Inventories	3,769.87	3,835.30	3,282.66	2,288.10	3,028.80
Trade Receivables	4,919.85	3,910.69	4,170.78	3,088.24	3,078.01
Cash and Bank Balances	904.91	1,072.30	665.44	323.40	301.26
Short-term Loans and Advances	410.37	285.62	307.61	211.42	361.55
Other Current Assets	76.28	73.62	49.59	16.84	8.82
<b>Total Current Assets</b>	<b>10,081.85</b>	<b>9,177.88</b>	<b>8,476.33</b>	<b>5,928.26</b>	<b>6,804.44</b>
<b>Current Liabilities</b>					
Short Term Borrowings	2,946.30	2,880.15	2,281.92	1,191.97	1,984.41
Trade Payables	3,850.01	2,286.16	2,666.85	2,141.43	2,242.99
Other Current Liabilities	1,118.03	1,311.82	1,826.80	922.70	1,399.93
Short-Term Provisions	173.40	167.94	218.09	169.25	81.27
<b>Total Current Liability</b>	<b>8,087.74</b>	<b>6,646.07</b>	<b>6,993.66</b>	<b>4,425.34</b>	<b>5,708.61</b>
<b>Working Capital (A-B)</b>	<b>1,994.12</b>	<b>2,531.81</b>	<b>1,482.68</b>	<b>1,502.91</b>	<b>1,095.83</b>
<b>Inventories as a % of Total Current Assets</b>	<b>37.39%</b>	<b>41.79%</b>	<b>38.73%</b>	<b>38.60%</b>	<b>44.51%</b>
<b>Trade Receivable as a % of Total Current Assets</b>	<b>48.80%</b>	<b>42.61%</b>	<b>49.20%</b>	<b>52.09%</b>	<b>45.24%</b>

22. *We require substantial financing for our business operations and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.*

We operate in a capital-intensive industry, which requires substantial levels of funding. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our services, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. To the extent our planned expenditure requirements exceed our available resources; we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company, and could adversely impact our Equity Share price.

Our ability to obtain additional financing on favorable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all. Our failure to renew arrangements for existing funding or to obtain additional financing on acceptable terms and in a timely manner could adversely impact our planned capital expenditure, our business, results of operations and financial condition.

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

Our Company have currently availed unsecured loans which may be called by their lenders at any time. As on July 31, 2017, the unsecured loan amounting Rs.389.26 lakhs were due to Directors. In the event that lender seeks a repayment of any such loan, our company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Also there is no formal agreement with our lender. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. Additionally, our company has not executed any formal loan agreement of above unsecured loan, any dispute arises in relation to terms of loans may affect the loans by our Company. For further details on financing arrangements entered into by our Company, see chapter titled "*Financial Indebtedness*" beginning on page 345 of Prospectus.

**24. *We are subject to the restrictive covenants of banks in respect of the Loan/Credit Limit and other banking facilities availed from them.***

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lenders, regarding, among other things such as effecting any change in the capital structure, formulate any scheme of amalgamation, undertake any new project, implementing any scheme of expansion, declare dividends etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. Further, some of these arrangements contain certain covenants including maintenance of financial ratios, compliance with reporting requirements and other restrictions which may significantly limit our ability to borrow additional money, make capital expenditure and investment etc. Our indebtedness could require us to dedicate a substantial portion of our cash flow from operations to service our debts thereby reducing the availability of our cash flow to fund working capital, capital expenditures and general corporate expenditures.

There can be no assurance that we will be able to generate enough cash flow from operations or that we will be able to obtain enough capital to service our debt or fund our planned capital expenditures. In addition, we may need to refinance some of our indebtedness. For further details, see chapter titled "*Financial Indebtedness*" beginning on page 345 of this Prospectus.

**25. *Our Company is yet to place orders towards expansion of manufacturing facilities at our SEZ unit at Pithampur. Any delay in placing of such orders or delay in supply of plant and machinery in particular, may lead to time and/or cost overruns which would adversely affect our business operations, financial condition and profitability.***

Our Company proposes to incur expenditure amounting to Rs.1,052 Lakhs towards expansion of manufacturing facilities at our SEZ unit at Pithampur and for setting up proposed Unit IV. We are yet to place orders or to enter into contracts for the total estimated cost of the above projects. Delay in placing of such orders, may lead to time and/or cost overruns and would consequently adversely affect our business operations, financial condition and profitability. For further details, see chapter titled "*Objects of the Offer*" beginning on page 95 of the Prospectus.

**26. *Our Company does not have any listed peer companies for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Offer.***

As of the date of this Prospectus, there are no companies which are involved in the business similar to our business, which are listed on the Indian stock exchanges and accordingly, we are not in a position to provide comparative analysis of our performance with any listed company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Offer.



- 27. *We do not have long term contracts with our customers and majority of our business on standalone basis comes from purchase orders and failure to procure such orders on a continuous basis could adversely impact our revenues and profitability.***

Substantial portion of our business is operated on the basis of purchase orders instead of long term contracts. We believe that we have satisfactory business relations with our customers and have received continued business from them in the past but there is no certainty that the same will continue in the future, which could materially affect our business, results of operations and financial condition.

- 28. *Our existing manufacturing facilities are geographically located in Indore, Madhya Pradesh and therefore any localized social unrest, natural disaster or breakdown of services or any other natural disaster could have material adverse effect on our business and financial condition.***

Our existing manufacturing facilities are based in Indore, Madhya Pradesh. As a result, any localized social unrest, natural disaster or breakdown of services and utilities in and around Indore, Madhya Pradesh could have material adverse effect on our business, financial position and results of operations.

- 29. *We have power requirements for continuous running of our factories. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an effect on our business, results of operations and financial condition.***

Our factories and registered office have electricity requirements and any interruption in power supply to our factories and offices may disrupt our operations. Our business and financial results may be affected by any disruption of operations. We depend on third parties for all of our power requirements. Further, we have limited options in relation to maintenance of power back-ups such as diesel generator sets and any increase in diesel prices will increase our operating expenses which may impact our business margins.

- 30. *Conflicts of interest may arise as our Promoters have promoted our Group Companies.***

Our Promoters have interest in our Group Companies such as, Patamin Investments Private Limited, Jash Precision Tools Limited and Micro Flat Datums Private Limited. Conflicts may arise in the ordinary course of decision-making by the Promoters or Board of Directors. Conflicts of interests may arise in the Promoters' allocating or addressing business opportunities and strategies among our Company and Group Companies in circumstances where our respective interests diverge. Further, our Group Companies have objects similar to that of our Company, however we do not have any non-compete agreement/ arrangement with any of our Group Companies which could give rise to conflict of interest. In cases of conflict, there can be no assurance that our Promoters will not favour their own interests over those of our Company. Any such present and future conflicts could have an effect on our business, reputation, financial condition and results of operations. For further details, see chapters titled "Our Promoter and Promoter Group" and "Our Group Companies" beginning on pages 187 and 192 respectively of this Prospectus.

- 31. *We may be held liable for claims of or from customers on account of any deficiency in the services or manufacturing defects in the products supplied to our customers including penalty for delay in implementation of purchase orders.***

We may be exposed to claims for manufacturing defects in the products supplied under certain customer purchase orders. The quality-control procedures may fail to test for all possible conditions of use or identify all defects in the design, engineering or specifications of the products. Any such defects could require us to undertake service actions or product recalls. These actions could require our Company to expend considerable resources in correcting these problems and could adversely affect demand for the products. Any defect in our Company's products could also result in customer claims for damages. Further, we do not have any defect liability insurance on the products to mitigate the said risk. As a result, our Company may face and be liable for warranty claims for components manufactured by it. In defending such claims, our Company could incur substantial costs and receive

adverse publicity which may adversely affect our financial conditions and results of operation.

**32. *Failure or delay in obtaining or renewal of the approvals may adversely affect our operations.***

The licenses and approvals required to be obtained by us for the purpose of carrying on our existing and proposed businesses are granted by governmental or statutory authorities. The grant and renewal of these licenses and approvals are affected under the due processes and procedures as prescribed by the applicable governmental/ municipal rules and regulations. Further, the grant and renewal of the licenses are contingent upon the satisfaction of certain norms and conditions as may be prescribed by the relevant authority as well as an inspection of our Company's facilities. Consequently, there may be a substantial amount of delay in the receipt of the required approvals.

Though we believe that we have obtained those permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all.

Failure or delay in obtaining approvals or failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business. Further, the appropriate authorities may initiate penal action against us, restraining our operations, imposition of fines/ penalties or initiating legal proceedings. Consequently failure or delay to obtain the above approvals could have a material adverse effect on our business, financial condition and profitability.

**33. *Competition from other domestic producers and unorganized sector may adversely affect our competitive position and our profitability.***

We face competition from other existing organized and unorganized domestic producers and potential entrants to the industry in which we operate. Players in this market generally compete with each other on key attributes such as technical competence, quality of products and services, pricing and track record. We expect that the competition could increase with new entrants coming into this industry and existing players consolidating their positions. Some of our competitors may have access to significantly greater resources and hence the ability to compete more effectively. As a result of competition, we may have to price our products at levels that reduce our margins and/or increase our capital expenditures in order to differentiate ourselves from other players and/or increase our advertising and distribution expenditures, all of which may adversely affect our profitability. Further, we cannot assure that our competitors will not develop or gain access to the information relating to our manufacturing processes and/or technical know-how. The occurrence of any of those events could have a material adverse effect on our ability to compete against our competitors, which would have an adverse impact on our business and financial performance.

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

We believe that the industry in which we operate faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our Company has over 500 employees employed in various divisions and we believe that we enjoy a good relationship with our employees. Our industry being labour intensive is highly dependent on labour force for carrying out its manufacturing operations. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Our Company has taken efforts to maintain a low attrition among the labourers by providing them with various in-house facilities and benefits to our employees. We have experienced minor disruptions to our business operations due to disputes or other problems with our work force in the past, however there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

India has stringent labour legislation that protects the interest of the workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Further, our labour force has unionized and it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

**35. *Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins.***

The industry we operate in is a labour intensive industry and employee compensation is one of the major components of our manufacturing cost. Wage costs in India have historically been significantly lower than the wage costs in the developed countries. Rapid economic growth in India and increased demand for skilled and semi-skilled workers in India has resulted in the increase of wages for comparable employees in India at a faster rate. Such wage increase in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. Further, many of our employees receive salaries that are linked to minimum wage laws in India and any increase in the minimum wage in any state in which we operate could significantly increase our operating costs. The buoyancy in the industry in which we operate with the opening up of global trade may lead to an increase in wage costs, which could result in increased cost for professionals. This could impact our performance and margins and may result in a material adverse effect on our business.

**36. *In addition to the employees on our rolls, we also engage contract labour which requires us to comply with the applicable regulations, the non-compliance of which, may subject us to penalties which may have adverse financial implications.***

We appoint contractors who in turn engage on-site contract labour for performance of our low skill operations. Any contravention under the Contract Labour (Regulation and Abolition Act), 1970 is punishable with imprisonment for a term which may extend to three months, or with fine which may extend to one thousand rupees, or with both and in the case of a continuing contravention with an additional fine which may extend to one hundred rupees for every day during which such contravention continues after conviction for the first such contravention. If we fail to renew or obtain the contract labour registration in a timely manner, we may be exposed to penalties which may adversely affect our business.

Although our Company does not engage contract labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, we may be required to absorb a number of such contract labourers as permanent employees. Thus, any such requirement to fund wage requirements and/or order from a regulatory body or court requiring us to absorb such contract labourers may have an adverse effect on our results of operations and financial condition.

**37. *Mishaps or accidents at our Company's facilities may lead to property damages, property loss and accident claims for which the insurance cover taken by our Company may not be sufficient to cover all material losses thereby adversely affecting our performance.***

Our Company has insured itself against certain eventualities including against property damages, loss of assets, theft, and natural calamities. While we believe that we have adequate and appropriate insurance coverage to take care of certain contingencies, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully or in part or will be paid on time. We cannot assure that we have taken out sufficient insurance to cover all material losses. To the extent that we suffer loss or damage for which we do not obtain or maintain insurance, that is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and thus our results

of operations and financial performance could be adversely affected. Recently, there has been an accidental death of one of our worker at our Unit – I which resulted in criminal complaint against certain members of our management team. For further details, see chapter titled "*Outstanding Litigations and Material Development*" beginning on page 363 of the Prospectus.

**38. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Offer proceeds.***

As per SEBI (ICDR) Regulations as amended, appointment of monitoring agency is required only for Offer size above Rs.10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Offer proceeds. However, the audit committee of our Board will monitor the utilization of Offer proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Offer proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

Post this Offer, our Promoter and Promoter Group will collectively own more than 53.60% of our equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

**40. *Our Directors have interests in our Company other than the reimbursement of expenses and normal remuneration or benefits. Any such interests may result in a conflict of interest, which may have an adverse effect on our business.***

Our Directors may be deemed to be interested in our Company, in addition to regular remuneration or benefits and reimbursements of expenses, to the extent of Equity Shares held by them, their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company and to the extent of sitting fee payable to them for attending each of our Board and Committee meetings. Therefore, some of the above interests may conflict with the duties of these persons as Director of the Company. For further details, see chapter titled "*Our Management*" beginning on pages 169 of this Prospectus.

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

Our Company has entered into various related party transactions with our Promoters, members of the Promoter Group, Directors, Subsidiaries and Group Companies. While we believe that all such transactions are conducted on an arms-length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations. For details of transactions entered by us, see chapter titled "*Related Party Transactions*" beginning on page 196 of this Prospectus.

**42. *Debt facilities availed by Our Company has been secured on personal guarantees of our Directors. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees or securities of the collateral provided by our Directors.***

Our Directors, Mr. Pratik Patel and Mr. Laxminandan Amin have provided personal guarantees to secure a significant portion of our existing borrowings taken from State Bank of India, HDFC Bank and SIDBI are still continuing to be in force as on the date of filing this Prospectus. We may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal guarantees provided by our Directors may be invoked which could negatively impact the reputation and net worth of our Directors. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. We may also not be successful in procuring alternate guarantees/alternate security satisfactory to the lenders, 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. For further details regarding loans availed by our Company, see chapter titled "*Financial Indebtedness*" beginning on page 345 of this Prospectus.

**43. *We have provided security in respect of financial facilities availed by some of our subsidiaries of our Company.***

Our subsidiaries Shivpad Engineers Private Limited and Jash USA Inc. have availed certain fund based and non-fund based financial assistance sanctioned by Axis Bank Limited and HDFC Bank respectively. The said financial assistance has been sanctioned on the security of assets of our subsidiary, corporate/bank guarantee by our Company and personal guarantee of our Directors Mr. Pratik Patel and Mr. Laxminandan Amin. Any default under such arrangement by our subsidiary may result in the lenders invoking the corporate guarantee and personal guarantee and also the charge created on the immovable property owned by our subsidiary. This may lead to impairing the right of our Company to use the above immovable property and may also create difficulty for our Company to raise funds for its business requirements thereby adversely affecting our operations and financials. For further details on the Cash Credit, Term Loan limits and other banking facilities, see chapter titled "*Financial Indebtedness*" beginning on page 345 of this Prospectus.

**44. *Some of our records, including forms filed with the Registrar of Companies are not traceable. Further, Our Company has lapsed/delayed in making the required filings under the Companies Act, 2013 and under the applicable provisions of the Companies Act, 1956.***

Our Company is unable to trace certain corporate records and other documents in relation to our Company including forms filed with the Registrar of Companies prior to the year 2006. Due to change in methods of record keeping over the years, certain forms filed with the Registrar of Companies prior to the year 2006 such as return of allotment, annual returns, incorporation forms and forms for registration of charges etc. could not be traced by our Company. Further, online filings of RoC documents was initiated only in the year 2006 and all forms prior to the said year was physically filed, hence forms filed prior to 2006 cannot be retrieved from the MCA portal. Also, our Company may not be in a position to attend to and / or respond appropriately to any legal matter due to lack of lost or destroyed records and to that extent the same could adversely affect our business operations.

Further, our Company is required to make filings under various rules and regulations as applicable under the Companies Act, 2013 and under the applicable provisions of the Companies Act, 1956, few of which have not been done within the stipulated time periods at some instances. Due to these delays in filings, our Company has on those occasions paid the requisite late fees. Although our Company has not received any show cause notice in respect of the above, such delay, non-compliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. While this could be attributed to technical lapses and human errors, our Company is in process of setting up a system to ensure that the requisite filings are done appropriately and within the timelines.



**45. *Third party industry and statistical data in this Prospectus may be incomplete, incorrect or unreliable.***

Neither Lead Manager nor we have independently verified the data obtained from the official and industry publications and other sources referred in this Prospectus and therefore, while we believe them to be true, there can be no assurance that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. The discussion of matters relating to India, its economy and our industry in this Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data or report and do not take responsibility for any errors or omissions or for the results obtained from using their data or report. Accordingly, investors should not place undue reliance on, or base their investment decision on this information, see chapter titled "Our Industry" beginning on page 111 of this Prospectus.

**46. *We have applied for registration of our name and logo but do not own the trademark legally as on date. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.***

We have applied for registration of our name and logo under the provisions of the Trademarks Act, 1999 and do not own the trademark as on date. We have filed an application dated May 23, 2017 with the Trade Marks Registry, for registration of logo and corporate name along with certain other marks under Class 7 and 11 of the Trade Marks Act, 1999. The applications are currently pending before the Registrar of Trademarks at various stages. For further details, please refer chapter titled "Government and Other Approvals" beginning on page 369 of this Prospectus. As such, we do not enjoy the statutory protections accorded to a registered trademark as on date. There can be no assurance that we will be able to register the trademark and the logo in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property. For further details, see chapter titled "Government and Other Statutory Approvals" beginning on page 369 of this Prospectus.

**47. *Our future expansion plans are subject to the risk of cost and time overrun, which may have a material adverse effect on our business, results of operations and financial condition.***

Our future expansion plans may be subject to delays and other risks, including, among other things, performance shortfalls, unforeseen engineering or technical problems, disputes with workers, force majeure events, unanticipated cost increases or changes in scope and delays in obtaining certain property rights and government approvals and consents, any of which could result in delays, cost overruns or the termination of the project and/or a breach of the financial covenants imposed by our lenders. While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays can be mitigated and that we will be able to prevent any cost over-runs and any loss of profits resulting from such delays, shortfalls and disruptions.

48. ***If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be materially and adversely affected.***

We take steps to establish and maintain compliance and disclosure procedures, systems and controls, and to maintain internal controls over financial reporting in order to produce reliable financial reports and prevent financial fraud. However, internal controls over financial reporting must be reviewed on an ongoing basis as risks evolve, and the processes to maintain such internal controls involve human diligence and compliance and are subject to lapses in judgment and breakdowns resulting from human error. To the extent that there are lapses in judgment or breakdowns resulting from human error, the accuracy of our financial reporting could be affected which may adversely affect our business and financial position of our company.

**Risk relating to the Objects of the Offer**

49. ***The purposes for which the proceeds of the Fresh Issue are to be utilized have not been appraised by any bank or financial institution. In the event of any upward revision in the estimates, our proposed expenditure would increase which could adversely affect our results of operations, profitability and our ability to effectively implement our business plans.***

We intend to use the proceeds that we receive from the Fresh Issue for the purposes described in section "Objects of the Offer" beginning on page 95 of the Prospectus. The estimated project cost has not been appraised by any bank or financial institution. The fund requirements are based on management estimates and on current market conditions. In view of the competitive nature of our industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change. This may result in the rescheduling of our project expenditure programmes or increase in our proposed expenditure for our project and which may adversely affect our results of operations profitability and our ability to effectively implement our business plans. Further, the utilization of the proceeds from the Fresh Issue will be monitored by our Board and is not subject to any monitoring by any independent agency.

50. ***Our company has not carried out any independent appraisal of our working capital requirements. Therefore, if our estimation is not accurate or the assumptions we have taken prove to be not correct, we may be required to raise additional debt on terms that may not be totally favorable to us.***

Our working capital requirements have been assessed based on the management's estimates and the same have not been independently appraised or evaluated by any bank or financial institution. Further, the estimates of our working capital requirement are totally based on the experience of our management. We cannot assure that these estimates may be accurate. If these estimates prove to be wrong, we may be required to raise additional debt, on terms that may not be totally favorable to our Company, which may in turn adversely affect our profitability. For further details, see chapter titled "Objects of the Offer" beginning on page 95 of this Prospectus.

51. ***Delays, if any, in the implementation of the project for which the funds are being raised in the Fresh Issue may have an adverse effect on our business, financial condition and results of operations.***

The success of our business depends mainly on our ability to effectively implement our business and growth strategy. Whilst we will try to successfully implement the schedule as per the plans, there may be unforeseen circumstances which may cause unnecessary delays in the implementation of the proposed project and there can be no assurance that we will be able to implement our strategy on time and within the estimated budget. Our capital expenditure plans are subject to a number of variables, including construction/development delays or defects; force majeure events, unanticipated cost increases amongst others, any of which could delay our implementation schedule. Failure to complete the project according to its specifications or schedule, if at all, may give rise to potential liabilities and / or cost overruns and as a result, our returns on investments may be lower than originally expected, which may have a material adverse impact on the business operations of our Company.



- 52. *Our Company has not made any alternate arrangements for meeting our fund requirements for the 'Objects of the Offer'. Further, we have not identified any alternate source of financing the 'Objects of the Offer'. Any shortfall in raising / meeting the same could adversely affect business, operations and financial condition.***

As on date, we have not made any alternate arrangements for meeting our fund requirement for the 'Objects of the Offer' i.e. expansion of Unit III and setting up of proposed Unit IV, working capital and general corporate purpose etc. We meet our fund requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our fund requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer proceeds may delay the implementation schedule and could adversely affect the growth plans. For further details, see chapter titled "Objects of the Offer" beginning on page 95 of the Prospectus.

- 53. *We are yet to acquire land on which one of our proposed Unit IV is to be set up.***

One of the Objects of the Offer is setting up of a new manufacturing unit (Unit –IV) for the purpose of catering purely to our US market. We are yet to acquire land on which one of the said unit is proposed to be set up. We have identified land at SEZ, Miscellaneous Zone, SEZ Phase – II, Pithampur, District Dhar, Madhya Pradesh, nearby our existing facility (Unit III). Any delay in identification or acquisition of land at SEZ may hinder our operations. Non-approval from SEZ authorities with regards to such acquisition may lead to delay in implementation of our project which in turn would affect our revenue from operations, profit and cash flow.

**Risks Relating to the Offer and Investments in our Equity Shares**

- 54. *We may not declare dividends in the foreseeable future.***

We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deems relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

- 55. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.***

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the Offer Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure

adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be adversely affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence adversely affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT"), is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

**57. *A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although, these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

**58. *Fluctuations in currency exchange rates may have an adverse impact on the investment in our Equity Shares.***

The exchange rate between the Indian Rupee and the U.S. Dollar has changed substantially in recent years and may fluctuate substantially in the future. Fluctuations in the exchange rate between the U.S. Dollar and the Indian Rupee may affect the value of the investment in our Equity Shares of a person resident outside India. Specifically for persons resident outside India, if there is a change in relative value of the Indian Rupee to the U.S. Dollar, each of the following values will also be affected: the U.S. Dollar equivalent of the Indian Rupee trading price of our Equity Shares in India; the U.S. Dollar equivalent of the proceeds that you would receive upon the sale in India of any of our Equity Shares; and the U.S. Dollar equivalent of cash dividends, if any, on our Equity Shares, which will be paid only in Indian Rupee. You may be unable to convert Indian Rupee proceeds into U.S. Dollars or any other currency or the rate at which any such conversion could occur could fluctuate.

**Risks Relating to India /External Risk Factors**

- 59. *Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.***

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. In addition, the Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the world, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

- 60. *Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

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

- 62. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

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

**63. *Political, economic and social changes in India could adversely affect our business.***

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

**64. *Our transition to Ind AS or IFRS reporting could have an adverse effect on our reported results of operations or financial condition.***

On January 2, 2015, the Ministry of Corporate Affairs, Government of India (MCA) announced the revised roadmap for the implementation of Ind AS for companies other than banking companies, insurance companies and non-banking finance companies through a press release. On February 16, 2015, the MCA issued the Companies (Indian Accounting Standards) Rules, 2015 (Indian Accounting Standard Rules) to be effective from April 1, 2015. The Indian Accounting Standard Rules provide for voluntary adoption of Ind AS by companies in financial year 2015 and, implementation of Ind AS will be applicable from April 1, 2016 to companies with a net worth of Rs.5,000 million or more. Additionally, Ind AS differs in certain respects from IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS. There can be no assurance that the adoption of Ind AS by our Company will not adversely affect its results of operation or financial condition. Any failure to successfully adopt Ind AS in accordance with the prescribed timelines may have an adverse effect on the financial position and results of operation of our Company.

**65. *Our business is dependent on the Indian economy.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by center or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The 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 country, investors' reactions to developments in one country can have adverse effects on the securities of companies in 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 worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

## Prominent Notes:

- Public Offer of 40,00,800 equity shares of face value Rs.10 each of Jash Engineering Limited for cash at a price of Rs. 120 per Equity Share (the "Offer Price"), including a share premium of Rs.110 per equity share aggregating up to Rs.4800.96 Lakhs, comprising a Fresh Issue of 22,61,198 Equity Shares aggregating upto Rs.2713.44 lakhs by the Company and an Offer for Sale of 17,39,602 Equity Shares aggregating upto Rs.2087.52 lakhs by the Selling Shareholder (the "Offer"). The Offer of which 2,00,400 Equity Shares of face value Rs.10 each will be reserved for subscription by Market Maker to the Offer (Market Maker Reservation Portion). The Offer less Market Maker Reservation Portion i.e. Net Offer of 38,00,400 Equity Shares of face value of Rs.10 each is hereinafter referred to as the "Net Offer". The Offer and Net Offer will constitute 33.80 % and 32.11%, respectively of the post Offer paid up equity share capital of the Company. Our Company, in consultation with the BRLM, is considering the Pre-IPO Placement. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.
- Investors are free to contact the Book Running Lead Manager i.e. Systematix Corporate Services Limited and our Company Secretary & Compliance Officer for any clarification, complaint or information pertaining to the Offer. The Book Running 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 Book Running Lead Manager and the Company Secretary & Compliance Officer, see chapter titled "General Information" beginning on page 57 of this Prospectus.
- The net worth of our Company as on March 31, 2017, March 31, 2016 and March 31, 2015 was Rs. 8,372.58 Lakhs, and Rs.7519.53 Lakhs and Rs.6,996.79 Lakhs respectively based on Consolidated Restated Financial Statements. For more information, see section titled "Financial Information" beginning on page 198 of this Prospectus.
- The NAV / Book Value per Equity Share based on Restated Consolidated Financials of our Company as on March 31, 2017, March 31, 2016 and March 31, 2015 was Rs.87.44, Rs.78.53 and Rs.73.07 per equity share respectively. For more information, see section titled "Financial Information" beginning on page 198 of this Prospectus.
- The average cost of acquisition per Equity Share of our Promoters is set out below:

Sr. No.	Name of the promoter	No. of Equity Shares	Average price per Equity Share (Rs.)
1.	Mr. Laxminandan Amin	2,67,385	15.39
2.	Mr. Pratik Patel	19,11,465	18.06
3.	Mrs. Bhairavi Patel	2,52,308	19.73
4.	Mr. Harsh Patel	4,50,000	--

For further details, see chapter titled "Capital Structure" beginning on page 68 of this Prospectus.

- The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions, see section titled "Financial Information - Annexure 34 Statement of Related Parties Transactions, and Related Party Transactions" beginning on page 250 and 196 respectively of this Prospectus.
- Investors may note that in case of over-subscription in the Offer, allotment to Retail applicants and other applicants shall be on a proportionate basis. For further details, see chapter titled "Offer Structure" beginning on page 402 of this Prospectus.

8. Except as disclosed in chapters titled "*Capital Structure*", "*Our Management*", "*Our Promoter and Promoter Group*" and "*Related Party Transactions*" beginning on pages 68, 169, 187 and 196 respectively, of this Prospectus, none of our Directors, Promoters, Key Managerial Personnel have any interest in our Company.
9. Except as stated under chapter titled "*Capital Structure*" beginning on page 68 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
10. Trading in the Equity Shares for all investors shall be in dematerialised form only.
11. Investors are advised to see the chapter titled "*Basis for Offer Price*" beginning on page 104 of this Prospectus.
12. There has been no financing arrangement whereby our Promoter Group, Directors, or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six (6) months preceding the date of filing of this Prospectus.
13. Our Company was incorporated as Jash Engineering Industries Private Limited under the provisions of Companies Act 1956 *vide* Certificate of Incorporation dated September 29, 1973 at Indore. Subsequently, the name of our Company was changed to Jash Engineering Private Limited *vide* Certificate of Incorporation dated January 29, 1976. The name of our Company was further changed to Jash Engineering Limited pursuant to Section 23 of the Companies Act, 1956 and the special resolution passed by the members of the company at its Extra-Ordinary General Meeting held on July 15, 1994. A fresh certificate of incorporation consequent to change of name was issued to our Company stating the new name Jash Engineering Limited. The corporate identity number of the company is U28910MP1973PLC001226. For details of Incorporation, Change in the Name and Registered Office of our Company, see chapters titled "*General Information*" and "*Our History and Certain Other Corporate Matters*" beginning on pages 57 and 161 respectively of this Prospectus.



## SECTION III - INTRODUCTION

### SUMMARY OF OUR INDUSTRY

*The information in this section has been extracted from the VIP Report issued by Dun & Bradstreet (D&B) and various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the Offer has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.*

### OVERVIEW OF INDIAN WATER AND WASTEWATER ENGINEERING INDUSTRY

Rapid urbanization and industrialization along with erratic monsoons have created water shortage in many parts of India. Efficient management of water resources, reduction in wastage as well as treatment of waste water for reuse have emerged as key factors to counter this water shortage scenario.

Approximately 60% of industrial effluents and 75% of municipal sewage generated in India is untreated causing serious pollution to external environment. Having only 4% of World's fresh water resources, there is an urgent need to improve the waste water treatment infrastructure in the country.

Municipal waste treatment is the largest segment in the sector followed by industrial effluent treatment and household water treatment. Municipal water treatment forms ~60% of total waste water treatment sector. Commonly used waste water treatment techniques include chemical dosing, sand filters, carbon filters, usage of softeners, micron filters, reverse osmosis, ultraviolet sterilizers, and ozonator.

<b>Waste Water Treatment Sector</b>	Filtration Membranes
	UV Sterilizers
	FRP Vessels
	Ozone Generators
	Electro De ionization Units
	Chemical Consumables
	Disinfection Equipments

### GOVERNMENT INITIATIVES

Urban Infrastructure and Governance (UIG) and Urban Infrastructure Scheme for Small and Medium Towns (UIDSSMT) are two of the major waste water treatment programs initiated by the government. Both programs are designed as sub programs under the larger Jawaharlal Nehru National Urban Renewal Mission (JNNURM) mission. Under JNNURM 122 sewerage projects costing nearly 15800 crores have been approved, of which 35 have been completed.

UID deals with sewage & sanitation, water supply and solid waste management projects as well as conservation of water bodies. UIDSSMT on the other hand is the largest government initiatives for the planned development of cities and towns.

Common Effluent Treatment Plant (CETP) scheme is a technical and financial support scheme initiated by the Ministry of Environment and Forest (MoEF) to address the industrial effluent program in the SME sector. Under this program assistance is provided to set up effluent treatment plants in SSI clusters.

Under the Water (Prevention and Control of Pollution) Act, 1974, every industry has to provide adequate treatment of its effluents before disposal, irrespective of whether it is in stream, land, sewerage system or sea. The small scale industrial units (SSI), which are presently defined as units whose plant and machinery are valued at less than Rs. 5 crore occupy an important place in the Indian economy. The SSIs are a major



contributor to the total industrial pollution load of the country. However, only a small fraction of the effluent discharge from these units is estimated to be treated as on date.

India signed the Paris Agreement in April 2016. The government has signaled its focus on sustainable reuse of natural resources. Promoting water reuse is an important step in order to achieve broader environmental goals.

## **DEMAND SUPPLY**

### ***Historical Growth***

During 2015 (as per latest data release), the estimated sewage generation in the country was 61754 MLD as against the developed sewage treatment capacity of 22963 MLD. Because of the hiatus in sewage treatment capacity, about 38791 MLD of untreated sewage (62% of the total sewage) is discharged directly into nearby water bodies. Waste water treatment sector in the country is estimated to have grown by a CAGR of ~12% during the period FY 2012-16 to reach ~INR 450 Bn. Revenue growth in sector has slowed down considerably over the past few years due to uncertain economic scenario (leading to lower corporate spending) as well as lower spending by municipal and other government bodies (due to government effort in cutting expenditure to rein in fiscal deficit).

## **DEMAND DRIVERS**

### **Rapid Urbanization and Industrialization**

Rise in the population will increase the demand for infrastructure which further will result in increase in need for a sewage facility. India's development is driving strong industrial growth creating an increased demand for water. With rapid industrialization, there has been increasing use of water in the industries and the need for effluent treatment plant.

**Urbanization:** Increasing population and growth in industrial / service activities have fastened the pace of urbanization. As a result, the number of cities with population of 1 million or more is expected to reach ~90 by 2030, up from the current number of 53. Consequently, the amount of municipal waste generated is expected go up leading to a higher demand for waste water treatment services.

**Industrialization:** Private and public sector investments in the manufacturing sector are expected to go up in response to the National Manufacturing Policy launched by the government. Further the increasing domestic consumption too would help in the growth. Growth in industrial sector would automatically lead to increase in industrial effluent discharge, leading to higher demand for industrial waste water treatment services.

**Urgent need for sewage treatment:** In India, the estimated sewage generation from Class I cities and Class II towns (representing 72% of urban population) is 38,524 million litres/day (MLD), of which there exists treatment capacity of only 11,787 MLD (about 30%). The major metropolitan areas (with population over 1 million) have a collective sewage treatment capacity of just over 50%, but high variability exists among them. Only five metro cities have treatment capacity close to 100% of their sewage generation, these are Hyderabad, Vadodara, Chennai, Ludhiana and Ahmedabad. Delhi has the largest sewage treatment capacity in absolute terms, but it is only about 60% its needs, while Mumbai has the second largest treatment capacity in absolute terms but meets only 80% of its needs. Almost all other major metropolitan cities have treatment capacities below 50% of their sewage generation. The Class I cities and metros (with population over 100,000) which account for 93% of the urban sewage generated in the country, have a combined treatment capacity of about 32% of generation, while the Class II towns (population between 50,000 and 100,000) have a combined treatment capacity of only 8% of their generation.

### **Government initiatives on water treatment**

With growing pollution concerns, Government is setting up campaigns such as Swachh Bharat Abhiyan. It has also come up with initiatives for cleaning the environment like Namami Gange Programme-National Mission for Clean Ganga. The government is promoting the sector by providing a number of economic incentives to the industry players to promote more and more investment. It is also providing other benefits like 10 years 100% tax holiday scheme of profits and gains for the companies which are into water treatment systems, and sanitation and sewage projects and 25% State Subsidy for disposing directly into deep sea.

### **Reducing availability of water, forcing users to go for reuse & recycling of water**

Water is now a strategic resource. With the world's population expected to rise from 3 billion to 9 billion by 2050 and continuous industrial growth across the globe, water has become a critical global resource. Demand for water for domestic and industrial use is continuously rising. Wastewater management in India has become an extremely important area of focus. Despite the wastewater sector witnessing major growth in the last decade due to increasing government support and private participation, the scale of the problem remains enormous.

### **Use recycled water in Industry**

Due to rising scarcity of water across the country, the industries are required to opt for the recycled water from various water sewage treatments. This would increase the demand for infrastructure development for water treatment plants, eventually increasing demand for valves manufacturing.

### **Growth in end user industries and Government spending on infrastructural development**

The overall growth and development in the infrastructure sector such as ports, airports, construction and investment in power and oil & gas (exploration/ refinery) will increase the demand for capital goods. These industries are called the core industries because their growth is critical for a country to achieve a higher economic growth rate. The Government has christened its agenda for FY 2018 through Union Budget 2017-18 as 'Transform, Energise and Clean India' (TEC India), of which Infrastructure is one of the major themes. Infrastructure – a key pillar under the Make in India programme has been strengthened with a large budgetary allocation. By providing a record allocation of around INR 4 trillion to the infrastructure sector, the Government seeks to provide additional thrust to economic development. Further, India is witnessing significant interest from international investors in the infrastructure space. Many Spanish, Korean, German, Japanese companies are keen on collaborating with India on infrastructure, high speed trains, renewable energy and developing smart cities. These initiatives would further boost sale of capital goods. High demand for potable water, Governments initiatives for water reuse and the increasing foreign investments by global players like Va Tech Wabag Ltd., Ecolab Inc., and Suez Environment S.A. are the major growth supporting factors for the industry in India.

Moreover, the government has taken several initiatives to boost power sector. In July 2013, The Ministry of Heavy Industries & Public Enterprises, in consultation with the industry, power utilities, planners, regulatory authorities and concerned Central and State Authorities, has framed the Indian Electrical Equipment Industry Mission Plan 2012 - 2022, in order to support and enhance the domestic electrical equipment manufacturing industry and in turn boost the power sector. Further, the Government allocated INR 138.81 billion to the Ministry of Power, INR 48.14 billion for Deen Dayal Upadhyaya Gram Jyoti Yojana and INR 58.21 billion for Integrated Power Development Scheme through Union Budget 2017 -18. Overall, the Budget proposals appear to be positive for renewable energy and distribution and transmission equipment manufacturers.

Growth in these end user industries supported by government's increased spending would provide opportunities to the Company to increase its revenues.

### **Favorable government initiatives and regulatory changes to promote wastewater management industry**

India is the biggest consumer of groundwater and the level of groundwater is going down faster than anywhere else in the world. With increasing water scarcity, it is essential for the country to reuse water. Improvements in economic conditions, especially in emerging economies like India and increasing environmental concerns due to water pollution from the industrial and agricultural sectors are expected to drive growth in wastewater and sewage treatment markets.

The waste water management sector, estimated to grow at a CAGR of 8-10% during 2015-2020, is seeing a rise in demand for innovative technologies. India's water & waste water industry will see enormous growth prospects in the coming years. The National Water Mission of India targets to reduce water consumption by 20% in all sectors by 2030. To meet this, it is critical to conserve, recycle and reuse water. The Union Budget 2017-2018 released on 1st February, 2017 has increased allocation for the Union Water Resources Ministry by 11% to about \$1.05 billion from \$0.95 billion in the previous year. Further, the government is also steadily

making the regulatory norms in India stringent for promoting reuse of wastewater and even mandating industries with water reuse targets.

Considering that currently less than 30% of industrial waste water is treated before release into the environment, the Supreme Court in India came out with a green order in February 2017. Under this order, all industrial units across the country have to set up effluent treatment plants in working condition within three months. If the polluting industrial units do not fulfill the conditions, they will face immediate closure. Companies with innovative technologies for water management will benefit as it is expected to boost their earnings. Growing industrial sectors together with favorable Government policies like Zero Liquid Discharge (ZLD) are making an increasing number of industries to treat waste water for reuse. India has mandated ZLD systems across industries like thermal power plants, iron & steel, textiles distilleries and pulp & paper. The Indian ZLD market is expected to reach \$4 billion by 2020.

The present government is promoting the sector by providing a number of economic incentives to the industry players to promote more and more investment. It is providing benefits like 10 years 100% tax holiday scheme of profits and gains for the companies which are into water treatment systems, and sanitation and sewage projects and 25% State Subsidy for disposing directly into deep sea. These incentives provided by the government help the industry to grow at a faster pace and also allow the new entrants to enter the capital goods industry easily, which further helps the waste water treatment Company to grow its revenue with more Companies requiring the water treatment system thereby increasing revenue. Even further to promote the sector government is providing easy loans through: IREDA, a public sector company of the Ministry Nationalized banks and other financial institutions for identified technologies / systems.

#### **Increase in demand across various foreign markets**

In the recent years a considerable hike in demand has been observed in terms of wastewater market across various regions like Asia pacific, North America, and Latin America and many more. The Asia-Pacific region which constitutes about 60% of the world's population discharge about 80% of its wastewater in water bodies leading to increase in the pollution levels. Countries like Indonesia, Philippines, India and Vietnam have a large untapped market for wastewater management. In this region even the ground water usage is very high thus putting stress on the ground water so reusing water remains crucial.

In Latin America, the water is not evenly distributed and thus has water shortage; even the water used for the industry operations constitutes only 10% of region's water thus waste water management could help to fulfill the water requirement. There has been increased awareness for wastewater management and an investment of US\$ 33 bn is expected by 2030.

In Saudi Arabia one of the largest privately financed water spending programme with nearly US\$ 53 bn of spending is on the agenda over the next five years. The programme would include desalination plants, sewage treatment plants, sewage network, meter installation and leakage reduction, strategic storage, water distribution, water transmission and groundwater sources, thus increasing the scope for the industry to increase its revenue potential. Thus, there is wide scope of waste water management industry across various regions which could be tapped by the Company thereby contributing to its growth.

## SUMMARY OF OUR BUSINESS

### OVERVIEW

Our Company was originally set up as a proprietary concern to enable focus on products related to water control gates. The proprietary concern was converted into 'Private Limited Company' on September 29, 1973 under the name of "Jash Engineering Industries Private Limited" and fresh Certificate of Incorporation dated January 29, 1976 was issued by the Registrar of Companies, Gwalior, Madhya Pradesh. Later, the name of our Company was changed to "Jash Engineering Private Limited" and fresh Certificate of Incorporation dated January 29, 1976 was issued by the Registrar of Companies, Gwalior, Madhya Pradesh. The Company was later converted into "Public Limited Company" pursuant to shareholder's approval on July 15, 1994 and fresh Certificate of Incorporation dated September 21, 1994 issued by Registrar of Companies, Gwalior, Madhya Pradesh.

The registered office of our company is situated at Plot No. 31, Sector-C, Industrial Area, Sanwer Road, Indore 452015, and Madhya Pradesh, India.

### OUR BUSINESS

Our Company is engaged in manufacturing of water control gates, flap valves, knife gates valves, energy dissipating valves, water hammer control valves, fine and coarse screens, screening conveying equipment, screening washing and compaction equipment, industrial valves for bulk solids handling, hydro power screw generator, screw pump and process equipment like detritors, clarifiers, clariflocculators, thickeners, decanters aerators, trickling filters, dissolved air flotation (DAF) units, rotary drum slackers, rake classifiers, pressure sand filters, etc. for water, water waste and effluent treatment plants.

Our Company offers a single stop solution under one roof including Design, Casting, Fabrication, and Assembly & Testing and provides the most varied range of these products in largest possible sizes. To ensure this, our company is continuously investing in its manufacturing capability as well as in development of new products & technologies either on its own or through collaboration with suitable technology partners and leaders in the trade.

The products of our Company find application in water intake systems, water and waste water pumping stations and treatment plants, storm water pumping stations, water transmission lines, power, steel, cement, paper & pulp, petrochemicals, chemical, fertilizers and other process plants. Our manufacturing facilities are equipped with pattern making, foundry, machining, fabrication, inspection and in-house testing. Our Company caters to the domestic as well as international markets. Presently, it primarily derives its revenue from the domestic market which contributed more than 70% of the total revenue in FY 2017.

Our Company's aims to be within the best companies in the world in its line of business and is accordingly continuously investing in state of art facility conducive to realize this aim. Our Company with its team of over 500 employees is committed to offer the most varied range and latest technology in each of its products. To achieve the above stated aim, our Company is continuously investing in development of new products & technologies, either on its own or through collaboration with suitable technology partner. This has enabled our Company to become an industry leader within India in most of the products manufactured by us and also ensured acceptance of our products worldwide.

### OUR PRODUCTS

#### 1. *Water Control Gates*

- Slide Gates / Penstocks
- Open Channel Gates
- Weir Gates
- Flap Gates
- Stop Logs

**2.      *Screens***

- Trash Rack Screens
- J-Type Trash Rack Screens
- Suspended Trash Rake Screens
- Multi-Rake Screens
- MahrMaschinenbau “MM2MM” Multirake Screens
- “Screenmat” Step Screens
- “Rotoclean” Rotary Drum Screens
- MahrMaschinenbau “Per-Scalator” Filter Band Screens
- TravellingBand Screens
- “Rotobrush” Screens
- “Hyperbole” Static Screens
- Incli-rake Screens

**3.      *Screening Conveying Equipment***

- Flat Belt Conveyor
- Screw Conveyor

**4.      *Knife Gate Valves***

- Mono
- Mono-A
- Mono-T
- Mono-C
- ZFI-M
- ZFI-S
- ZFI-SRR

**5.      *Water Hammer Control Valves***

- Air Cushion Valves
- Zero Velocity Valves

**6.      *Energy Dissipating Valve***

**7.      *Hydro Power Equipment***

**8.      *Archimedean Screw Pumps***

**9.      *Bulk Solid Handling Valves***

- Version ZFB
- Version DFG
- Version KU
- Version KU+HP+PAM
- Version VEG

**10.     *Treatment Process Equipment***

- Detritors
- Clarifier
- Slow Speed Floating Aerators

## SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary of financial statements derived from our restated standalone financials for the Financial Year ended March 31, 2017, 2016, 2015, 2014 and 2013 and our restated consolidated financial statements for Financial Year ended March 31, 2017, 2016, 2015, 2014 and 2013. The Restated Financial Statements have been prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations and are presented in the section titled “Financial Information” on page 198. The summary financial statements presented below should be read in conjunction with our Restated Financial Statements, the notes and annexure thereto and the chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 333.

### RESTATED STANDALONE FINANCIAL STATEMENTS

#### Restated Standalone Summary Statement of Asset and Liabilities

(Amount in Rs lakhs)

Particulars	Annexure	As at 31 March				
		2017	2016	2015	2014	2013
Equity and liabilities						
Shareholders' funds						
Share capital	7	957.54	957.54	957.54	957.54	957.54
Reserves and surplus	8	7,976.15	7,144.60	6,448.92	5,822.39	5,016.04
		8,933.69	8,102.14	7,406.46	6,779.93	5,973.58
Non-current liabilities						
Long-term borrowings	9	1,044.20	1,301.62	1,142.37	478.29	877.68
Deferred tax liabilities (net)	10	439.32	412.75	388.61	350.80	272.09
Other long term liabilities	11	11.04	8.68	8.05	6.88	16.72
Long-term provisions	12	84.10	69.28	83.40	42.04	49.33
		1,578.66	1,792.33	1,622.43	878.01	1,215.82
Current liabilities						
Short term borrowings	13	2,946.29	2,806.42	2,209.19	1,185.82	1,912.16
Trade payables						
-Total outstanding dues to micro enterprises and small enterprises	14A	221.60	210.52	183.07	218.47	162.48
-Total outstanding dues to creditors other than micro enterprises and small enterprises	14B	3,341.57	1,891.77	2,383.53	1,792.58	2,048.75
Other current liabilities	15	1,068.08	1,178.55	1,738.52	919.81	1,361.27
Short-term provisions	16	159.36	152.84	200.64	155.27	79.43
		7,736.90	6,240.10	6,714.95	4,271.95	5,564.09
		18,249.25	16,134.57	15,743.84	11,929.89	12,753.49
Assets						
Non-current assets						
Fixed assets						
-Property, plant and equipment	17	4,873.80	4,749.23	5,005.68	5,122.75	5,176.84
-Capital work in progress		60.82	48.28	35.24	56.96	70.16
-Intangible assets	17	87.34	91.88	85.92	98.78	92.32
Non-current investments	18	3,191.78	2,522.36	2,234.83	657.56	632.80
Long-term loans and advances	19	316.77	99.84	180.15	203.41	114.95



Particulars	Annexure	As at 31 March				
		2017	2016	2015	2014	2013
Other non-current assets	20	3.69	0.96	-	-	75.92
		<b>8,534.20</b>	<b>7,512.55</b>	<b>7,541.82</b>	<b>6,139.46</b>	<b>6,162.99</b>
<b>Current assets</b>						
Current investments	21	0.57	0.35	0.26	0.26	26.00
Inventories	22	3,721.56	3,671.33	3,066.46	2,243.97	2,939.53
Trade receivables	23	5,064.05	3,887.53	4,313.55	3,037.74	2,990.19
Cash and bank balances	24	495.38	752.31	504.93	284.40	263.67
Short-term loans and advances	25	402.31	264.13	282.00	212.38	363.95
Other current assets	26	31.18	46.37	34.82	11.68	7.16
		<b>9,715.05</b>	<b>8,622.02</b>	<b>8,202.02</b>	<b>5,790.43</b>	<b>6,590.50</b>
		<b>18,249.25</b>	<b>16,134.57</b>	<b>15,743.84</b>	<b>11,929.89</b>	<b>12,753.49</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## Restated Standalone Summary Statement of Profit and Loss

(Amount in Rs lakhs)

Particulars	Annexure	For the year ended 31 March				
		2017	2016	2015	2014	2013
<b>Revenue:</b>						
Revenue from operations (gross)	27	15,301.34	11,923.40	11,960.25	11,276.84	8,256.30
Less: Excise duty		765.60	806.01	882.30	751.90	623.53
Revenue from operations (net)		<b>14,535.74</b>	<b>11,117.39</b>	<b>11,077.95</b>	<b>10,524.94</b>	<b>7,632.77</b>
Other income	28	247.04	187.87	123.51	56.85	64.67
<b>Total revenue</b>		<b>14,782.78</b>	<b>11,305.26</b>	<b>11,201.46</b>	<b>10,581.79</b>	<b>7,697.44</b>
<b>Expenses:</b>						
Cost of raw materials and components consumed	29	6,834.04	5,730.86	5,898.66	4,722.43	4,019.81
Purchase of traded goods	30	-	-	18.36	-	70.86
Changes in inventories of finished goods, work-in-progress and traded goods	31	528.77	(593.32)	(522.79)	555.28	(523.08)
Employee benefit expenses	32	1,801.48	1,553.13	1,461.57	1,177.90	1,048.09
Finance costs	33	537.07	532.47	586.62	534.11	514.13
Depreciation and amortization expense	17	387.64	408.03	381.49	330.58	348.09
Other expenses	34	3,247.01	2,390.52	2,274.90	2,266.68	1,850.98
<b>Total expenses</b>		<b>13,336.01</b>	<b>10,021.69</b>	<b>10,098.81</b>	<b>9,586.98</b>	<b>7,328.88</b>
<b>Profit before tax, as restated</b>		<b>1,446.77</b>	<b>1,283.57</b>	<b>1,102.65</b>	<b>994.81</b>	<b>368.56</b>
<b>Tax expense :</b>						
Current tax		369.15	315.54	224.75	193.65	80.87
Minimum alternate tax credit reversed/(entitlement)		-	69.16	56.72	(83.90)	(41.97)
Deferred tax expense		26.57	24.14	37.81	78.71	81.47
<b>Profit after tax, as restated</b>		<b>1,051.05</b>	<b>874.73</b>	<b>783.37</b>	<b>806.35</b>	<b>248.19</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# Restated Standalone Summary Statement of Cash Flow

(Amount in Rs lakhs)

Particulars	For the year ended 31 March				
	2017	2016	2015	2014	2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>					
<b>Net profit before tax</b>	<b>1,446.77</b>	<b>1,283.57</b>	<b>1,102.65</b>	<b>994.81</b>	<b>368.56</b>
Adjustments for:					
Depreciation and amortisation expense	387.64	408.03	381.49	330.58	348.09
Interest expense	414.00	426.51	449.94	433.74	448.88
Interest on delay in payment of income tax	4.66	11.99	8.13	6.31	0.87
(Profit)/loss on sale of fixed assets	0.02	(0.14)	2.03	(0.45)	-
Profit on sale of investments	-	-	-	(3.29)	-
Net (profit)/loss on valuation of short term investments	(0.23)	(0.09)	(0.00)	0.08	0.79
Interest income on fixed deposits	(40.93)	(56.83)	(40.89)	(28.97)	(33.01)
Interest income on loan to others	(6.71)	(5.20)	(4.60)	(2.17)	(7.30)
Bad debts and provision for doubtful debts	47.72	87.52	73.46	83.94	44.27
Unrealised foreign currency (gain)/loss (net)	(11.34)	(28.55)	(33.83)	28.55	(11.75)
Unclaimed balances written back	(41.49)	(35.08)	(22.03)	(11.72)	-
Dividend income	(54.01)	(27.01)	(27.01)	-	(1.23)
<b>Operating profit before working capital changes</b>	<b>2,146.10</b>	<b>2,064.72</b>	<b>1,889.34</b>	<b>1,831.41</b>	<b>1,158.17</b>
<b>Adjustments for:</b>					
-Increase / (decrease) in trade and other payables	1,411.82	(745.51)	1,030.54	(224.60)	408.00
-(Increase) / decrease in inventories	(50.23)	(604.87)	(822.48)	695.55	(918.55)
-(Increase) / decrease in trade receivables	(1,228.56)	366.34	(1,308.43)	(139.06)	(720.87)
-(Increase) / decrease in loans and advances	(183.92)	15.85	(92.57)	124.88	(192.51)
<b>Cash generated from operating activities</b>	<b>2,095.21</b>	<b>1,096.53</b>	<b>696.40</b>	<b>2,288.18</b>	<b>(265.76)</b>
-Direct taxes paid (net)	407.44	389.90	189.86	141.01	271.66
<b>Net cash flow from/(used in) operating activities</b>	<b>1,687.77</b>	<b>706.63</b>	<b>506.54</b>	<b>2,147.17</b>	<b>(537.42)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of fixed asset including capital advances	(695.68)	(167.14)	(243.35)	(275.73)	(1,005.42)
Proceeds from sale of fixed assets	5.60	6.44	2.01	8.32	-
Proceeds from sale of investments	-	-	-	28.96	23.53
Investment in shares of subsidiary company	(669.42)	(287.53)	(1,166.09)	(24.76)	(141.50)
Interest received	62.84	49.51	22.35	32.39	37.25
Dividend income	54.01	27.01	27.01	-	1.23
Movement in deposits	304.17	(250.87)	(253.54)	83.10	(163.34)
<b>Net cash used in investing activities</b>	<b>(938.48)</b>	<b>(622.58)</b>	<b>(1,611.61)</b>	<b>(147.72)</b>	<b>(1,248.25)</b>

Particulars	For the year ended 31 March				
	2017	2016	2015	2014	2013
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from issue of equity shares	-	-	-	-	2,275.08
Proceeds from long term borrowings	76.69	338.18	1,141.93	56.51	250.00
Repayment of long term borrowings	(287.67)	(413.10)	(486.44)	(838.58)	(729.00)
Proceeds from short term borrowings, net	139.88	597.23	1,023.37	(726.33)	663.66
Interest paid	(411.45)	(430.77)	(449.96)	(457.37)	(437.71)
Dividend and dividend distribution tax paid	(219.50)	(179.06)	(156.84)	-	(192.97)
Share issue expenses	-	-	-	-	(50.66)
<b>Net cash flow from/(used in) financing activities</b>	<b>(702.05)</b>	<b>(87.52)</b>	<b>1,072.06</b>	<b>(1,965.77)</b>	<b>1,778.40</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>47.24</b>	<b>(3.47)</b>	<b>(33.01)</b>	<b>33.68</b>	<b>(7.27)</b>
<b>Opening cash and cash equivalents</b>	<b>5.36</b>	<b>8.83</b>	<b>41.84</b>	<b>8.16</b>	<b>15.43</b>
<b>Closing cash and cash equivalents</b>	<b>52.60</b>	<b>5.36</b>	<b>8.83</b>	<b>41.84</b>	<b>8.16</b>
	<b>47.24</b>	<b>(3.47)</b>	<b>(33.01)</b>	<b>33.68</b>	<b>(7.27)</b>
<b>Reconciliation of cash and cash equivalents</b>					
Cash in hand	10.91	3.37	3.41	0.92	1.80
Bank balances	41.69	1.99	5.42	40.92	6.36
<b>Total</b>	<b>52.60</b>	<b>5.36</b>	<b>8.83</b>	<b>41.84</b>	<b>8.16</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED FINANCIAL STATEMENTS**

## **Restated Consolidate Summary Statement of Asset and Liabilities**

(Amount in lakhs)

Particulars	Annexure	As at 31 March				
		2017	2016	2015	2014	2013
<b>Equity and liabilities</b>						
<b>Shareholders' funds</b>						
Share capital	7	957.54	957.54	957.54	957.54	957.54
Reserves and surplus	8	7,415.04	6,561.99	6,039.25	5,687.49	4,914.92
		<b>8,372.58</b>	<b>7,519.53</b>	<b>6,996.79</b>	<b>6,645.03</b>	<b>5,872.46</b>
<b>Non-current liabilities</b>						
Long-term borrowings	9	1,984.35	1,301.62	1,142.37	478.30	877.68
Deferred tax liabilities (net)	10	439.74	412.61	388.91	351.15	272.96
Other long term liabilities	11	11.04	8.68	8.05	6.88	16.72
Long-term provisions	12	87.47	72.45	85.77	43.69	50.80
		<b>2,522.60</b>	<b>1,795.36</b>	<b>1,625.10</b>	<b>880.02</b>	<b>1,218.16</b>
<b>Current liabilities</b>						
Short term borrowings	13	2,946.30	2,880.15	2,281.92	1,191.97	1,984.41
Trade payables						
-Total outstanding dues of micro enterprises and small enterprises	14A	227.50	216.43	195.93	218.61	169.32
-Total outstanding dues of creditors other than micro enterprises and small enterprises	14B	3,622.51	2,069.73	2,470.93	1,922.83	2,073.68
Other current liabilities	15	1,118.03	1,311.82	1,826.80	922.70	1,399.93
Short-term provisions	16	173.40	167.94	218.09	169.25	81.27
		<b>8,087.74</b>	<b>6,646.07</b>	<b>6,993.67</b>	<b>4,425.36</b>	<b>5,708.61</b>
		<b>18,982.92</b>	<b>15,960.96</b>	<b>15,615.56</b>	<b>11,950.41</b>	<b>12,799.23</b>
<b>Assets</b>						
<b>Non-current assets</b>						
<b>Fixed Assets</b>						
-Property, plant and equipment	17	5,525.12	4,772.88	5,033.06	5,140.51	5,206.31
-Capital work in progress		60.82	48.27	35.24	56.96	70.16
-Intangible assets	17	1,290.12	92.38	86.57	99.12	92.32
Goodwill on consolidation		1,778.13	1,722.03	1,744.69	445.42	420.66
Long term loans and advances	18	186.88	87.52	179.66	220.14	129.42
Other non-current assets	19	60.00	60.00	60.00	60.00	75.92
		<b>8,901.07</b>	<b>6,783.08</b>	<b>7,139.22</b>	<b>6,022.15</b>	<b>5,994.79</b>
<b>Current assets</b>						
Current investments	20	0.57	0.35	0.26	0.26	26.00
Inventories	21	3,769.87	3,835.30	3,282.66	2,288.10	3,028.80
Trade receivables	22	4,919.85	3,910.69	4,170.78	3,088.24	3,078.01
Cash and bank balances	23	904.91	1,072.30	665.44	323.40	301.26
Short-term loans and advances	24	410.37	285.62	307.61	211.42	361.55
Other current assets	25	76.28	73.62	49.59	16.84	8.82
		<b>10,081.85</b>	<b>9,177.88</b>	<b>8,476.34</b>	<b>5,928.26</b>	<b>6,804.44</b>
		<b>18,982.92</b>	<b>15,960.96</b>	<b>15,615.56</b>	<b>11,950.41</b>	<b>12,799.23</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements

of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Consolidated Summary Statement of Profit and Loss**

(Amount in lakhs)

(Amount in lakhs)						
Particulars	Annexure	For the year ended 31 March				
		2017	2016	2015	2014	2013
<b>Revenue:</b>						
Revenue from operations (gross)	26	16,564.17	12,824.88	12,763.92	12,084.87	8,819.70
Less: Excise duty		765.60	806.01	882.30	751.90	623.53
Revenue from operations (net)		<b>15,798.57</b>	<b>12,018.87</b>	<b>11,881.62</b>	<b>11,332.97</b>	<b>8,196.17</b>
Other income	27	317.34	175.35	100.26	58.18	73.58
<b>Total revenue</b>		<b>16,115.91</b>	<b>12,194.22</b>	<b>11,981.88</b>	<b>11,391.15</b>	<b>8,269.75</b>
<b>Expenses:</b>						
Cost of raw material and components consumed	28	6,558.70	5,666.94	5,990.87	4,722.43	3,996.84
Purchase of traded goods	29	852.62	499.82	421.86	451.31	459.29
Changes in inventories of finished goods, work-in-progress and traded goods	30	612.22	(473.84)	(637.37)	600.42	(565.73)
Employee benefit expenses	31	2,022.01	1,740.44	1,650.31	1,301.32	1,168.57
Finance costs	32	552.15	543.98	592.60	540.46	520.36
Depreciation and amortization expense	17	396.57	412.69	387.16	334.43	352.18
Other expenses	33	3,635.59	2,612.96	2,468.02	2,449.08	2,037.92
<b>Total expenses</b>		<b>14,629.86</b>	<b>11,002.99</b>	<b>10,873.45</b>	<b>10,399.45</b>	<b>7,969.43</b>
<b>Profit before tax, as restated</b>		<b>1,486.05</b>	<b>1,191.23</b>	<b>1,108.43</b>	<b>991.70</b>	<b>300.32</b>
<b>Tax expense:</b>						
Current tax		432.66	370.88	251.56	224.85	111.05
Minimum alternate tax credit reversed/(entitlement)		-	69.16	56.72	(83.91)	(41.97)
Deferred tax expense		27.13	23.69	37.86	78.19	82.21
<b>Profit after tax, as restated</b>		<b>1,026.26</b>	<b>727.50</b>	<b>762.29</b>	<b>772.57</b>	<b>149.03</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



# Restated Consolidated Summary Statement of Cash Flow

(Amount in lakh.)

Particulars	For the year ended 31 March				
	2017	2016	2015	2014	2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>					
<b>Net profit before tax</b>	<b>1,486.05</b>	<b>1,191.23</b>	<b>1,108.43</b>	<b>991.70</b>	<b>300.32</b>
<b>Adjustments for:</b>					
Depreciation and amortisation expenses	396.57	412.69	387.16	334.43	352.18
Interest expenses	427.69	440.42	459.63	441.23	451.83
(Profit)/loss on sale of fixed assets	0.07	0.02	2.03	(3.74)	0.07
Bad debts and provision for doubtful debts	51.99	87.52	74.88	63.68	32.82
Unrealised foreign currency (gain)/loss (net)	(11.34)	(28.55)	(33.83)	(16.84)	(12.71)
Unclaimed balances written back	(42.22)	(46.72)	(22.03)	(12.03)	(2.01)
Balances written off	-	-	-	20.30	12.09
Interest and dividend Income	(66.94)	(79.43)	(56.34)	(36.40)	(44.24)
Diminution in value of investments	(0.22)	0.01	0.07	-	0.79
<b>Operating profit before working capital changes</b>	<b>2,241.65</b>	<b>1,977.19</b>	<b>1,920.00</b>	<b>1,782.33</b>	<b>1,091.14</b>
<b>Adjustments for:</b>					
Increase / (decrease) in trade and other payables	1,435.45	(620.79)	1,508.36	(170.56)	393.29
(Increase) / decrease in inventories	65.44	(552.64)	(994.56)	740.70	(962.46)
(Increase) / decrease in trade receivables	(1,064.25)	201.97	(1,365.46)	(46.07)	(622.20)
(Increase) / decrease in loans and advances	(155.02)	41.54	(112.45)	123.04	(237.41)
<b>Cash generated from operating activities</b>	<b>2,523.27</b>	<b>1,047.27</b>	<b>955.89</b>	<b>2,429.44</b>	<b>(337.64)</b>
-Direct taxes paid (net of refunds)	472.34	440.08	223.03	160.07	307.66
<b>Net cash flow from/(used in) operating activities</b>	<b>2,050.93</b>	<b>607.19</b>	<b>732.86</b>	<b>2,269.37</b>	<b>(645.30)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of fixed assets including capital advances	(2,433.07)	(177.64)	(249.72)	(287.73)	(986.95)
Purchase of investments	-	-	(1,299.28)	(24.76)	(103.58)
Proceeds from sale of fixed assets	6.22	6.28	2.01	25.96	6.87
Proceeds from sale of investments	-	-	-	28.96	23.53
Interest and dividend income	64.27	55.39	23.60	34.16	39.52
Movement in deposits	345.60	(311.29)	(315.72)	19.07	(160.83)

Particulars	For the year ended 31 March				
	2017	2016	2015	2014	2013
<b>Net cash used in investing activities</b>	<b>(2,016.98)</b>	<b>(427.26)</b>	<b>(1,839.11)</b>	<b>(204.34)</b>	<b>(1,181.44)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from issue of equity shares	-	-	-	-	2,275.08
Proceeds from long term borrowings	1,016.85	338.18	1,141.93	56.51	250.00
Repayment of long term borrowings	(287.67)	(413.10)	(486.44)	(838.58)	(728.99)
Proceeds from short term borrowings, net	66.15	598.24	1,089.95	(792.44)	708.77
Interest paid	(420.57)	(424.04)	(451.45)	(459.46)	(440.67)
Dividend and dividend distribution tax paid	(230.49)	(183.62)	(161.43)	-	(193.00)
Share issue expenses	-	-	-	-	(50.66)
<b>Net cash flow from/(used in) financing activities</b>	<b>144.27</b>	<b>(84.34)</b>	<b>1,132.56</b>	<b>(2,033.97)</b>	<b>1,820.53</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>178.22</b>	<b>95.59</b>	<b>26.31</b>	<b>31.06</b>	<b>(6.21)</b>
<b>Opening cash and cash equivalents</b>	<b>188.89</b>	<b>93.30</b>	<b>66.99</b>	<b>35.93</b>	<b>42.14</b>
<b>Closing cash and cash equivalents</b>	<b>367.11</b>	<b>188.89</b>	<b>93.30</b>	<b>66.99</b>	<b>35.93</b>
	<b>178.22</b>	<b>95.59</b>	<b>26.31</b>	<b>31.06</b>	<b>(6.21)</b>
<b>Reconciliation of cash and cash equivalents</b>					
Cash in hand	11.84	3.72	3.62	1.06	1.86
Bank balances	355.27	185.17	89.68	65.93	34.07
<b>Total</b>	<b>367.11</b>	<b>188.89</b>	<b>93.30</b>	<b>66.99</b>	<b>35.93</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## THE OFFER

The following is the summary of the Offer.

<b>Offer of Equity Shares<sup>(1)</sup></b>	Upto 40,00,800 Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 120 per Equity Share aggregating to Rs.4800.96 Lakh.
<b>Of which:</b>	
<b>Fresh Issue<sup>(2)</sup></b>	Upto 22,61,198 Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 120 per Equity Share aggregating to Rs.2713.44 Lakh.
<b>Offer for Sale<sup>(3)</sup></b>	Up-to 17,39,602 Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs.120 per Equity Share aggregating to Rs.2087.52 Lakh.
<b>Out of which:</b>	
<b>Market Maker Reservation Portion</b>	Upto 2,00,400 Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs.120 per Equity Share aggregating to Rs.240.48 Lakh.
<b>Net Offer to the Public</b>	Upto 38,00,400 Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs.120 per Equity Share aggregating to Rs.4560.48 Lakh.
<b>Out of Net Offer of which:</b>	
<b>Allocation to QIBInvestor</b>	18,99,600 Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs.120 per Equity Share aggregating to Rs.2279.52 Lakh.
<b>Allocation to Retail Individual Investors for upto Rs.2.00 lakhs</b>	13,30,800 Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs.120 per Equity Share aggregating to Rs.1596.96 Lakh.
<b>Allocation to other investors for above Rs.2.00 lakhs</b>	5,70,000 Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs.120 per Equity Share aggregating to Rs.684.00 Lakh.
<b>Pre and Post-Offer Equity Shares</b>	
Equity Shares outstanding prior to the Offer	95,75,400 Equity Shares of Rs.10 each
Equity Shares outstanding after the Offer	1,18,36,598 Equity Shares of Rs.10 each
<b>Objects of the Offer</b>	Please refer to the section titled " <i>Objects of the Offer</i> " beginning on page 95 of this Prospectus.

(1) *This Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations through the Book Building method and hence, as per regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, at least 50% of the allocation of Net Offer will be available to Retail category and 50% to other than retail subject to valid Applications being received at the Offer Price. For further details, please refer to chapter titled "Offer Information" beginning on page 389 of this Prospectus.*

(2) *The Fresh Issue of 22,61,198 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 25, 2017 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on August 28, 2017.*

- (3) *The Offer for sale has been authorized by the Selling Shareholder by their Consent letter dated August 22, 2017, as follows:*

<b>Sr. No</b>	<b>Name of the Selling Shareholder</b>	<b>No. of Equity Shares Offered</b>
1.	Pragati India Fund Limited	17,39,602

*Note: The Equity Shares being offered by Selling Shareholder have been held by it for a period of at least one year prior to the date of filing of this Prospectus with SEBI, calculated in the manner as set out under Regulation 26(6) of SEBI (ICDR) Regulations and are eligible for being offered for sale in the Offer.*

- (4) *Allocation to all categories shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.*

*The Selling Shareholder has undertaken in consultation with the BRLM, a private placement of 8,33,500 Equity Shares for cash consideration aggregating Rs. 1000.20 Lakh ("Pre-IPO Placement"). The size of the Offer as disclosed in the Draft Red Hearing Prospectus dated August 31, 2017 being Rs. 1000.20 Lakhs.*

## GENERAL INFORMATION

Our Company was incorporated as Jash Engineering Industries Private Limited under the provisions of Companies Act 1956 vide Certificate of Incorporation dated September 29, 1973 at Indore. Subsequently, the name of the company was changed to Jash Engineering Private Limited vide Certificate of Incorporation dated January 29, 1976 in Indore. In furtherance to this, the name of the company was changed to Jash Engineering Limited pursuant to section 23 of the Companies Act, 1956 and the special resolution passed by the members of the company at its Extra-Ordinary General Meeting held on July 15, 1994. A fresh certificate of incorporation consequent to change of name was issued to the company stating the new name Jash Engineering Limited. The corporate identity number of the company is U28910MP1973PLC001226. For details of Incorporation, Change in the Name and Registered Office of our Company please refer to chapters titled “General Information” and “History and Certain Other Corporate Matters” beginning on pages 57 and 161 of this Prospectus.

### Registered Office of our Company

**Jash Engineering Limited**  
31, Sector-C, Sanwer Road  
Industrial Area, Indore 452015  
Madhya Pradesh, India  
**CIN:** U28910MP1973PLC001226  
**Website:** [www.jashindia.com](http://www.jashindia.com)  
**Email id:** [info@jashindia.com](mailto:info@jashindia.com)  
**Tel. No:** +91 731-6732700  
**Facsimile:** +91-731-2720499

### Registrar of Companies

**Registrar of Companies, Gwalior**  
3<sup>rd</sup> Floor, 'A' Block, Sanjay Complex  
Jayendra Ganj, Gwalior 474009  
Madhya Pradesh, India

### Designated Stock Exchange

**Emerge Platform of NSE**  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai 400 051  
Maharashtra, India

### Board of Directors

Our Company's Board comprises of the following Directors:

Name	Designation	DIN	Age	Residential Address
Mr. Pratik Patel	Managing Director	00780920	53 years	150-B Kanchanbaug, South Tukoganj, Indore 452003, Madhya Pradesh
Mr. Laxminandan Amin	Chairman & Managing Director	00007735	80 years	149, Kanchanbaug, Indore 452003, Madhya Pradesh
Mr. Axel Schutte	Director	02591276	67 years	Hansaallee 37 Iserlohn 58636, Germany
Mr. Kasiviswanathan Mukundan	Nominee Director	02756249	48 years	1202, F Building, Raheja Heights, A. K. Vaidya Marg, Dindoshi, Malad (E), Mumbai 400097, Maharashtra

Name	Designation	DIN	Age	Residential Address
Mr. Brij Mohan Maheshwari	Non- Executive Independent Director	00022080	52 years	B-1, 104 Shehnai Residency, A.B. Road, Opp. Amar Vilas, Hotel Indore 452010 Madhya Pradesh
Mr. Durgalal Tuljaram Manwani	Non- Executive Independent Director	07114081	70 years	25 BG, Scheme No.74-C, Vijay Nagar, Indore 452010, Madhya Pradesh.
Mr. Sunil Choksi	Non- Executive Independent Director	00155078	62 years	6/3 Manoramaganj Indore 452001, Madhya Pradesh.
Ms. Sunita Kishnani	Women Independent Director	06924681	49 years	602, Orchid Royal, Amar Greens, Niranjapur, Indore 452010, Madhya Pradesh

For further details of the Board of Directors, please refer to the chapter titled *"Our Management"* beginning on page 169 of this Prospectus.

#### Company Secretary and Compliance Officer

**Mr. Tushar Kharpade**  
**Jash Engineering Limited**  
 31, Sector-C, Sanwer Road  
 Industrial Area, Indore 452015  
 Madhya Pradesh, India  
**CIN:** U28910MP1973PLC001226  
**Website:** [www.jashindia.com](http://www.jashindia.com)  
**Email:** [csjash@jashindia.com](mailto:csjash@jashindia.com)  
**Tel. No:** +91 731-6732700  
**Facsimile:** +91-731-2720499

#### Chief Financial Officer of our Company

**Mr. Dharmendra Jain**  
**Jash Engineering Limited**  
 31, Sector-C, Sanwer Road  
 Industrial Area, Indore 452015  
 Madhya Pradesh, India  
**CIN:** U28910MP1973PLC001226  
**Website:** [www.jashindia.com](http://www.jashindia.com)  
**Email:** [info@jashindia.com](mailto:info@jashindia.com)  
**Tel. No:** +91 731-6732700  
**Facsimile:** +91-731-2720499

#### Investor Grievances

**Investors may contact our Company Secretary and Compliance Officer, the BRLM or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievance, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.**

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.



<b>BOOK RUNNING LEAD MANAGER</b> <b>Systematix Corporate Services Limited</b> A/603-606, The Capital, Plot No. C 70, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. <b>Telephone:</b> +91-22-67048000 <b>Facsimile:</b> +91-22-67048022 <b>Website:</b> <a href="http://www.systematixgroup.in">www.systematixgroup.in</a> <b>Email:</b> <a href="mailto:jashipo@systematixgroup.in">jashipo@systematixgroup.in</a> <b>Contact Person:</b> Mr. Amit Kumar <b>SEBI Registration No:</b> INM 000004224 <b>Validity of Registration:</b> Permanent	<b>LEGAL COUNSEL TO THE OFFER</b> <b>Rajani Associates</b> <b>Advocates &amp; Solicitors</b> 204-207, Krishna Chambers, 59, New Marine Lines, Mumbai 400020 Maharashtra, India. <b>Telephone:</b> + 91-22-40961000 <b>Facsimile:</b> +91-22-40961010 <b>Website:</b> <a href="http://www.rajaniassociates.net">www.rajaniassociates.net</a> <b>Email:</b> <a href="mailto:sangeeta@rajaniassociates.net">sangeeta@rajaniassociates.net</a> <b>Contact Person:</b> Ms. Sangeeta Lakhi
<b>REGISTRAR TO THE OFFER</b> <b>Link Intime India Private Limited</b> C 101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai 400 083, Maharashtra, India <b>Telephone:</b> +91-22-49186200 <b>Facsimile:</b> +91-22-49186195 <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Email:</b> <a href="mailto:jash.ipo@linkintime.co.in">jash.ipo@linkintime.co.in</a> <b>Contact Person:</b> Ms. Shanti Gopalkrishnan <b>SEBI Registration No:</b> INR000004058	<b>STATUTORY AUDITORS &amp; PEER REVIEW AUDITORS</b> <b>Walker Chandiok &amp; Co. LLP</b> <b>Chartered Accountants</b> L 41, Connaught Circus, New Delhi 110 001, India <b>Telephone:</b> +91-11-42787070 <b>Facsimile:</b> +91-11-42787071 <b>Email:</b> <a href="mailto:Neeraj.Sharma@in.gt.com">Neeraj.Sharma@in.gt.com</a> <b>Contact Person:</b> Mr. Neeraj Sharma <b>Firm Registration No:</b> 001076N/N500013 <b>Peer Review Certificate No:</b> FRN001076N/N500013
<b>INTERNAL AUDITORS</b> <b>Mahesh C. Solanki &amp; Co.</b> <b>Chartered Accountants</b> 803, Airen Heights, PU-3, Scheme No. 54 Opp. Malhar Mega Mall, A.B. Road, Indore 452010, Madhya Pradesh <b>Telephone:</b> +91-731-2576077 <b>Email:</b> <a href="mailto:info@mcscs.com">info@mcscs.com</a> <b>Website:</b> <a href="http://www.mcscs.com">www.mcscs.com</a> <b>Contact Person:</b> Mr. Mahesh Solanki <b>Firm Registration No:</b> 006228C	<b>COST AUDITORS</b> <b>M.P. Turukhia &amp; Associates</b> <b>Cost Accountants</b> 404, Shalimar Corporate Centre, 8-B South Tukoganj, Indore, Madhya Pradesh 452001 <b>Telephone:</b> +91 98260 40055 <b>Email:</b> <a href="mailto:mihir@cma-mpta.in">mihir@cma-mpta.in</a> <b>Website:</b> <a href="http://cma-mpta.in">cma-mpta.in</a> <b>Contact Person:</b> Mr. Mihir P. Turakhia <b>Firm Registration No :</b> 000417
<b>BANKERS TO OUR COMPANY</b> 1) <b>HDFC BANK LIMITED</b> Scheme No. 94, Sector B, Behind Bombay Hospital, Ring Road, Indore 452010, Madhya Pradesh <b>Telephone:</b> +91-9300221515 <b>Email:</b> <a href="mailto:Harshita.Gandhi@hdfcbank.com">Harshita.Gandhi@hdfcbank.com</a> <b>Contact Person:</b> Ms. Harshita Gandhi 2) <b>STATE BANK OF INDIA</b> Commercial Branch A.B. Road, Indore 452001, Madhya Pradesh <b>Telephone:</b> +91-731-4273249 <b>Email:</b> <a href="mailto:rks6804@sbi.co.in">rks6804@sbi.co.in</a> <b>Contact Person:</b> Mr. R.K. Singh	<b>BANKER / ESCROW/REFUND BANKER TO THE OFFER</b> <b>HDFC BANK LIMITED</b> HDFC Bank Limited, FIG-OPS Department- Lodha I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042 <b>Telephone:</b> +91-22- 30752927/28/2914 <b>Facsimile:</b> +91-22- 25799801 <b>Website:</b> <a href="http://www.hdfcbank.com">www.hdfcbank.com</a> <b>Email:</b> <a href="mailto:Vincent.Dsouza@hdfcbank.com">Vincent.Dsouza@hdfcbank.com</a> , <a href="mailto:Siddharth.Jadhav@hdfcbank.com">Siddharth.Jadhav@hdfcbank.com</a> , <a href="mailto:prasanna.uchil@hdfcbank.com">prasanna.uchil@hdfcbank.com</a> <b>Contact Person:</b> Mr. Vincent Dsouza, Mr. Siddharth Jadhav, Mr. Prasanna Uchil. <b>SEBI Registration No:</b> INBI00000063

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### 3) SMALL INDUSTRIES DEVELOPMENT

#### **BANK OF INDIA (SIDBI)**

Commerce House, First Floor,  
No. 7 Race Course Road, New Palasia,  
Indore 452001, Madhya Pradesh

**Telephone:** +91-731-2435337

**Facsimile** +91-731-2538025

**Website:** [www.sidbi.in](http://www.sidbi.in)

**Email:** srchandran@sidbi.in

**Contact Person:** Mr. S. Ramachandran

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*Walker Chandiok & Co. LLP, Chartered Accountants, our Statutory Auditor are also appointed as peer review auditors of our Company in compliance with section IX of part A of Schedule VIII of SEBI (ICDR) Regulations and hold a valid peer reviewed certificate dated May 4, 2016 issued by the Institute of Chartered Accountants of India.*

### **SYNDICATE MEMBERS**

#### **Systematix Shares & Stocks (I) Limited**

A/603-606, The Capital, Plot No. C 70, G Block,  
Bandra-Kurla Complex, Bandra (East), Mumbai 400051,  
Maharashtra, India.

**Telephone:** +91-22-6704 8000

**Facsimile:** +91-22-6704 8022

**E-mail:** [jashipo@systematixshares.com](mailto:jashipo@systematixshares.com)

**Website:** [www.systematixshares.com](http://www.systematixshares.com)

**Contact Person:** Mr. Rajkumar Gupta

**SEBI Registration No.:** INB231132730/ INF231132730/ INE231132730

**Market Maker** (SME Segment NSE)

#### **Statement of inter- se allocation of Responsibilities for the Offer**

Systematix Corporate Services Limited is the sole Book Running Lead Manager (BRLM) to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

#### **Self Certified Syndicate Banks (SCSBs)**

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is <http://sebi.gov.in/pmd/scsb.pdf>. For more information on the Designated Branches of the SCSBs collecting the Application Forms, see the above-mentioned SEBI link.

#### **Registered Brokers**

Bidders can submit Bid cum Application Forms in the Offer using the stock broker network of the Stock Exchanges i.e. through the Registered Brokers at the Brokers Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE i.e. [www.nseindia.com](http://www.nseindia.com), as updated from time to time. In relation to the ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

**Registrar to the Offer and Share Transfer Agents**

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange <http://www.nseindia.com>, as updated from time to time.

**Collecting Depository Participants**

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange <http://www.nseindia.com>, as updated from time to time.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI [www.sebi.gov.in](http://www.sebi.gov.in) and updated from time to time.

**Experts**

Except for the Reports in the section "*Financial Information*" and the "*Statement of Possible Tax Benefits*" available to our Company and its shareholders beginning on pages 198 and 107 respectively of this Prospectus, our Company has not obtained any expert opinions under the Companies Act. The term expert as used in the Prospectus is not intended to be considered "expert" within the meaning of Section 11 of the U.S. Securities Act.

**Brokers to the Offer**

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

**Credit Rating**

As the Offer is of Equity Shares, credit rating is not required.

**Trustees**

As the Offer is of Equity Shares, the appointment of trustees is not required.

**Debenture Trustees**

As the Offer is of Equity Shares, the appointment of Debenture trustees is not required.

**IPO Grading**

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

**Monitoring Agency**

Since the offer size is less than 500.00 Cr, the same is not required to be appointed.

**Appraising Entity**

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency.

**Book Building Process**

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Prospectus, the Bid cum Application Form and the Revision Form. The Price Band for the Offer will be decided by our Company seeking and ensuring alignment with the Selling Shareholder, in consultation with the

BRLM, in the manner as agreed upon in the Offer Agreement. The minimum Bid Lot size for the Offer will be decided by our Company in consultation with the BRLM, and will be advertised in English editions of the English national newspaper Business Standard, Business Standard editions of the Hindi national newspaper each with wide circulation and Choutha Sansar, Indore edition of the Hindi daily newspaper (where our Registered Office is situated), at least five Working Days prior to the Bid/ Offer Opening Date. The Offer Price shall be determined by our Company, Selling Shareholder in consultation with the BRLM, after the Bid/ Offer Closing Date. Principal parties involved in the Book Building Process are:

- Our Company;
- The Book Running Lead Manager in this case being Systematix Corporate Services Limited, the Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE and eligible to act as Underwriter. The Syndicate Member(s) will be appointed by the BRLM;
- The Registrar to the Offer and;
- The Designated Intermediaries

In accordance with the SEBI Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bids prior to the Bid/Offer Closing Date.

We will comply with the SEBI (ICDR) Regulations and any other ancillary directions issued by SEBI for this Offer. In this regard, we have appointed Systematix Corporate Services Limited as the Book Running Lead Manager, respectively to manage the Offer and procure subscriptions to the Offer.

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

For further details on the method and procedure for Bidding, please see section entitled “Offer Procedure” on page 405 of this Prospectus.

**Illustration of Book Building and Price Discovery Process:** *(Investors should note that this example is solely for illustrative purposes and is not specific to the Offer)*

Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 20 to Rs.24 per equity share, offer size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

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

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The issuer, in consultation with the Book Running Lead Manager will finalize the offer price at or below such cut-off price, i.e., at or below Rs. 22.00. All bids at or above this offer price and cut-off bids are valid bids and are considered for allocation in the respective categories.

#### Steps to be taken by the Bidders for Bidding:

- (1) Check eligibility for making a Bid (see chapter titled “Offer Procedure” on page 405 of this Prospectus);
- (2) Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- (3) Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- (4) Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims
- (5) Ensure that the Bid cum Application Form is duly completed as per instructions given in the Prospectus and in the Bid cum Application Form;

#### BID / OFFER PROGRAMME

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

Event	Indicative Date
Bid / Offer Opening Date	September 28, 2017
Bid / Offer Closing Date	October 03, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	October 06, 2017
Allotment of Shares / Unblocking of Funds	October 9, 2017
Credit of Equity Shares to demat accounts of Allottees	October 10, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	October 11, 2017

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

Bids and revision of Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (IST) during the Bid/Offer Period as mentioned above at the Bidding centers and designated branches of SCSBs as mentioned in the Bid Cum Application Form. On the Bid/Offer Closing Date, the Bids and any revision in the Bids shall be accepted only between **10.00 a.m. and 3.00 p.m.** (IST) and shall be uploaded until (i) **4.00 p.m.** (IST) in case of Bids by QIB Bidders and Non-Institutional Bidders, and (ii) until **5.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of applications received up to the closure of timings and reported by the BRLM to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic bidding system would be rejected. Bids will be accepted only on Working Days, i.e. Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Bid/ Offer Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager or the Syndicate Member is liable

for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

QIBs and Non-Institutional Investors shall neither withdraw nor revise their Bids so as to lower the size of their Bid at any stage after they have Bid for the Offer. QIBs and Non-Institutional Investors may revise their Bids upwards (in terms of quantity of Equity Shares or the Bid Amount) during the Bid/Offer Period. Such upward revision must be made using the Revision Form.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Offer Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Offer shall ask the relevant SCSBs / Syndicate Member / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

### **Withdrawal of the Offer**

Our Company in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Offer at any time before the Offer Opening Date without assigning any reason thereof.

If our Company withdraws the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within two (2) Working Days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly.

The Book Running Lead Manager, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

### **Underwriting**

The Company and the Book Running Lead Manager to the Offer hereby confirm that the Offer is 100% Underwritten.

The Offer is 100% underwritten by the Book Running Lead Manager –Systematix Corporate Services Limited in the capacity of Underwriter to the Offer. Pursuant to the terms of the Underwriting Agreement dated August 31, 2017 entered into by us with Underwriter - Systematix Corporate Services Limited, the obligations of the Underwriter are subject to certain conditions specified therein. The Underwriter is registered with SEBI under Section 12 (1) of the SEBI Act or registered as brokers with the NSE. The details of the Underwriting commitments are as under:

*(Rs in Lakhs)*



Name, Address, Telephone, Facsimile, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten at Cap Price	% of the total Offer size Underwritten
<b>Systematix Corporate Services Limited</b> A/603-606, The Capital, Plot No. C 70, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. Tel: +91-22-6704 8000 Fax: +91-22-6704 8022 Website: <a href="http://www.systematixgroup.in">www.systematixgroup.in</a> Email: <a href="mailto:jashipo@systematixgroup.in">jashipo@systematixgroup.in</a> Contact Person: Ms. Ritu Sharma SEBI Regn. No. INM 000004224	40,00,800* Equity Shares of Rs.10 being Offerd at Rs.10 each	4800.96	100

*\*Includes 2,00,400 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations.*

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

#### Details of Market Making Arrangement for the Offer

Our Company has entered into Market Making Agreement dated August 31, 2017 with the following Market Maker to fulfil the obligations of Market Making for this Offer:

##### Systematix Shares & Stocks (I) Limited

A/603-606, The Capital, Plot No. C 70, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

**Telephone:** +91-22-6704 8000

**Facsimile:** +91-22-6704 8022

**E-mail:** [jashipo@systematixshares.com](mailto:jashipo@systematixshares.com)

**Website:** [www.systematixshares.com](http://www.systematixshares.com)

**Contact Person:** Mr. Rajkumar Gupta

**SEBI Registration No.:** INB231132730/ INF231132730/ INE231132730

**Market Maker** (SME Segment NSE)

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations 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 issued by the Market Maker(s).
2. 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 and the same shall be updated in the Prospectus.
3. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of Emerge Platform of NSE and SEBI from time to time.
4. The minimum depth of the quote shall be Rs.1,00,000. However, the investors with holdings of value

less than Rs.1,00,000 shall be allowed to Offer their holding to the Market Maker(s) (*individually or jointly*) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

5. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the EMERGE Platform of NSE (in this case currently the minimum trading lot size is 1200 equity shares; however the same may be changed by the EMERGE Platform of NSE from time to time).
6. The Market Maker 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. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified 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).
7. 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 Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing two (2) way quotes.
8. 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.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
10. There would not be more than five (5) Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. On the first day of the listing, there will be pre 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.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. The Market Maker(s) shall have the right to terminate said arrangement by giving a three (3) months notice or on mutually acceptable terms to the Book RunningLead Manager, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book RunningLead 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. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five (5) 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.

**14. 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.

**15. Price Band and Spreads:**

SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for offer size up to Rs.250 Crores, the applicable price bands for the first day shall be:

- 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.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the offer price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the NSE SME Exchange/ Platform.

Sr. No.	Market Price Slab (In Rs.)	Proposed spread (in % to sale price)
1.	Upto 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

**16. 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 (Issuing 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.

17. 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 offer size and as follows:

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer size)
Upto 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%

18. 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 Prospectus and after giving effect to the Offer is set forth below:

(Rs. in Lakhs except share data)			
No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price
<b>A.</b>	<b>Authorised Share Capital</b>	<b>1300.00</b>	<b>1300.00</b>
	1,24,90,000 Equity Shares of face value of Rs. 10/- each	1249.00	1249.00
	5,10,000 Preference Shares of face value of Rs. 10/- each	51.00	51.00
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Offer</b>		
	95,75,400 Equity Shares of face value of Rs. 10/- each – Pre Issue		
	1,18,36,598 Equity Shares of face value of Rs.10/- each – Post Issue	957.54	1183.66
<b>C.</b>	<b>Present Offer in terms of this Prospectus</b>		
	Offer of <b>40,00,800</b> Equity Shares of face value Rs.10/-each at a price of Rs. <b>120</b> per Equity Share.	<b>400.08</b>	<b>4800.96</b>
	<b>Consisting of :</b>		
	<b>Fresh Issue of 22,61,198</b> Equity Shares of face value Rs.10/- each at a price of Rs. <b>120</b> per Equity Share aggregating up to Rs. 2713.44 Lakhs	<b>226.12</b>	<b>2713.44</b>
	<b>Offer for Sale of 17,39,602 Equity Shares by Selling Shareholder</b>	<b>173.96</b>	<b>2087.52</b>
	<b>Reservation for Market Maker – 2,00,400</b> Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. <b>120</b> per Equity Share	<b>20.04</b>	<b>240.48</b>
	<b>Net Offer / Offer to the Public – 38,00,400</b> Equity Shares of face value of Rs. 10/- each at a price of Rs. 120per Equity Share	<b>380.04</b>	<b>4560.48</b>
	<b>Of the Net Offer / Offer to the Public</b>		
	<b>Allocation to Qualified Institutional Buyers – 18,99,600</b> Equity Shares of face value of Rs. 10/- each at a price of Rs. 120 per Equity Share shall be available for allocation for QIBs	<b>189.96</b>	<b>2279.52</b>
	<b>Allocation to Retail Individual Investors – 13,30,800</b> Equity Shares of face value of Rs. 10/- each at a price of Rs. 120per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2.00lakhs	<b>133.08</b>	<b>1596.96</b>
	<b>Allocation to Non-Retail Individual Investors – 5,70,000</b> Equity Shares of face value of Rs. 10/- each at a price of Rs. 120 per Equity Share shall be available for allocation for Investors applying for a value above Rs. 2.00 lakhs	<b>57.00</b>	<b>684.00</b>
<b>D.</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Offer</b>		
	1,18,36,598 Equity Shares of face value of Rs. 10/- each	1183.66	1183.66
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Offer	<b>2413.66</b>	
	After the Offer	<b>4900.98</b>	

The Offer has been authorised by the Board of Directors vide a resolution passed at its meeting held on August 25, 2017 and by the shareholders of our Company vide a special resolution pursuant to at the Extra Ordinary General Meeting held on August 28, 2017.

Our Company, in consultation with the BRLM, is considering the Pre-IPO Placement. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.

Our Company's share capital is 95,75,400 Equity Shares of face value of Rs. 10/- each All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

## NOTICE TO THE CAPITAL STRUCTURE

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

Particulars of Change		Date of Shareholders' Meeting	AGM / EGM
From	To		
Rs. 5,00,000/- consisting of 5,000 equity shares of Rs. 100/- each		On Incorporation	–
Rs. 5,00,000 consisting of 5,000 Equity shares of Rs. 100/- each.	Rs. 25,00,000 consisting of 25,000 Equity Shares of Rs. 100/- each.	June 29, 1983	AGM
The Authorized Capital of the Company has been reconstituted from 25 lakhs comprising 25,000 Equity Shares of Rs. 100/- each to 2,50,000 Equity Shares of Rs. 10/- each.		July 15, 1994	EGM
Rs 25,00,000/- consisting of 2,50,000 Equity Shares of Rs.10/- each.	Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/-each.	September 16, 1994	EGM
Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/- each.	Rs. 4,00,00,000/- consisting of 40,00,000 Equity Shares of Rs. 10/- each.	March 1, 1995	EGM
The Authorized Share Capital of the Company has reclassified, consisting of 34,90,000 Equity Shares of Rs. 10/- each and 5,10,000 6 % Cumulative Preference Shares of Rs. 10/- each*		July 29, 2008	AGM
Rs. 4,00,00,000/- consisting of 34,90,000 Equity Shares of Rs. 10/- each and 5,10,000 Preference Shares of Rs. 10/- each.	Rs. 5,00,00,000/- consisting of 44,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.	July 29, 2008	AGM
Rs. 5,00,00,000/- consisting of 44,90,000 Equity Shares of Rs. 10/- each and 5,10,000 Preference Shares of Rs. 10/- each.	Rs. 7,00,00,000/- consisting of 64,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.	May 18, 2011	EGM
Rs. 7,00,00,000/- consisting of 64,90,000 Equity Shares of Rs. 10/- each and 5,10,000 Preference Shares of Rs. 10/- each.	Rs. 10,00,00,000/- consisting of 94,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.	March 1, 2012	EGM
Rs. 10,00,00,000/- consisting of 94,90,000 Equity Shares of Rs. 10/- each and 5,10,000 Preference Shares of Rs. 10/- each.	Rs. 11,00,00,000/- consisting of 1,04,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.	April 11, 2012	EGM
Rs. 11,00,00,000/- consisting of 1,04,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.	Rs. 13,00,00,000/- consisting of 1,24,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.	August 28, 2017	EGM

\* Certain forms and resolutions filed by the Company with the RoC are not traceable. Our Company has caused a physical search of the relevant records/forms/returns at the RoC Office through its representative M/s. VC & Associates, Practicing Company Secretaries on August 18, 2017, however, the RoC has informed that there are no physical records of our Company maintained/retained in respect of allotment of shares in certain years. Our Company has obtained a certificate in this regard from M/s. VC & Associates, Practicing Company Secretaries dated August 28, 2017. Further, the details with respect to the changes in the authorized capital have been identified on the basis of Board minutes maintained by the Company.

# 1. History of Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)	Number of allottees
On Incorporation	45	100	100	Cash	Subscription to MOA <sup>(i)</sup>	45	4,500	6
December 30, 1974	455	100	100	Cash	Further Allotment <sup>(ii)</sup>	500	50,000	7
January 15, 1976	500	100	100	Cash	Further Allotment <sup>(iii)</sup>	1,000	1,00,000	9
December 28, 1977	1,000	100	100	Cash	Further Allotment <sup>(iv)</sup>	2,000	2,00,000	13
December 25, 1980	1,000	100	100	Cash	Further Allotment <sup>(v)</sup>	3,000	3,00,000	9
September 24, 1982	1,200	100	100	Cash	Further Allotment <sup>(vi)</sup>	4,200	4,20,000	10
January 8, 1983	800	100	100	Cash	Further Allotment <sup>(vii)</sup>	5,000	5,00,000	7
January 6, 1984	1,000	100	100	Cash	Further Allotment <sup>(viii)</sup>	6,000	6,00,000	16
March 16, 1990	1,000	100	100	Cash	Further Allotment <sup>(ix)</sup>	7,000	7,00,000	18
July 25, 1992	6,000	100	100	Cash	Further Allotment <sup>(x)</sup>	13,000	13,00,000	24
July 15, 1994**	--	10	--	--	Split of Shares	1,30,000	13,00,000	--
September 1, 1994	44,220	10	10	Cash	Further Allotment <sup>(xi)</sup>	1,74,220	17,42,200	26
October 20, 1994	6,96,880	10	10		Bonus Issue <sup>(xii)</sup>	8,71,100	87,11,000	30
January 1, 1996	4,60,000	10	10	Cash	Further Allotment <sup>(xiii)</sup>	13,31,100	1,33,11,000	12
July 15, 1996	18,900	10	10	Cash	Further Allotment <sup>(xiv)</sup>	13,50,000	1,35,00,000	10
February 28, 1997	4,15,350	10	10	Cash	Further Allotment <sup>(xv)</sup>	17,65,350	1,76,53,500	16
October 21, 1997	3,96,750	10	10	Cash	Further Allotment <sup>(xvi)</sup>	21,62,100	2,16,21,000	43
February 10, 1998	13,000	10	10	Cash	Further Allotment <sup>(xvii)</sup>	21,75,100	2,17,51,000	7
March 12, 1998	5,08,600	10	10		Technical Collaboration cum Equity Participation	26,83,700	2,68,37,000	1



Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)	Number of allottees
					Agreement <sup>(xviii)</sup>			
May 30, 1998	61,000	10	10	Cash	Further Allotment <sup>(xix)</sup>	27,44,700	2,74,47,000	10
March 31, 1999	2,13,900	10	10	Other than Cash	Further Allotment <sup>(xx)</sup>	29,58,600	2,95,86,000	6
	41,400	10	10	Cash	Further Allotment <sup>(xx)</sup>	30,00,000	3,00,00,000	1
December 31, 2008	7,15,156	10	20	Cash	Further Allotment <sup>(xxi)</sup>	37,15,156	3,71,51,560	44
April 30, 2009	5,18,712	10	20	Cash	Further Allotment <sup>(xxii)</sup>	42,33,868	4,23,38,680	26
September 30, 2011	13,75,000	10	20	Cash	Further Allotment <sup>(xxiii)</sup>	56,08,868	5,60,88,680	5
March 30, 2012	(i) 5,00,000	10	20		Conversion of Debentures <sup>(xxiv)</sup>	61,08,868	6,10,88,680	1
	(ii) 11,25,000	10	20	Cash	Further Allotment <sup>(xxv)</sup>	72,33,868	7,23,38,680	1
April 11, 2012	100	10	80	Cash	Further Allotment <sup>(xxvi)</sup>	72,33,968	7,23,39,680	1
September 24, 2012	23,41,432	10	97.16		Conversion of Debentures <sup>(xxvii)</sup>	95,75,400	9,57,54,000	1

**\*\*The share capital of the company has been reconstituted from 13,000 Equity Shares of Rs. 100/- each to 1,30,000 Equity Shares of Rs. 10/- each w.e.f July 15, 1994. The Paid up Share Capital of the Company has remain unchanged i.e. Rs 13,00,000/-**

*Certain forms and resolutions filed by the Company with the RoC are not traceable. Our Company has caused a physical search of the relevant records/forms/returns at the RoC Office through its representative M/s. VC & Associates on August 18, 2017, however, the RoC has informed that there are no physical records of our Company maintained/retained in respect of allotment of shares in certain years. Our Company has obtained a certificate in this regard from M/s. VC & Associates, Practicing Company Secretaries dated August 28, 2017. Further, the names of allottees and other details for these issuances have been indentified on the basis of register of members and Board minutes maintained by the Company.*

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

Date of Allotment/ Fully Paid-up	No. of Equity Shares allotted/ Redeemed	Face value (Rs.)	Issue/ Redemption Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid- up Capital (Rs.)	Number of allottees
March 6, 2006	5,00,000	10	10	Cash	Allotment <sup>(xxviii)</sup>	5,00,000	50,00,000	8
April 25, 2011	5,00,000	10	13	Cash	Redemption of Shares <sup>(xxix)</sup>	0	0	0

- (i) Subscription to MOA by Jash Bhai Patel of 10 Equity Shares of Rs. 100/- each, by Navinchandra Patel of 10 Equity Shares of Rs. 100/- each, by Laxminandan Amin of 10 Equity Shares of Rs. 100/- each, by Suresh Kumar Patel of 5 Equity Shares of Rs. 100/- each, by Pravin Chandra Patel of 5 Equity Shares of Rs. 100/- each, by Girish Kumar Patel of 5 Equity Shares of Rs. 100/- each.
- (ii) Further Allotment to Jash Bhai Patel of 90 Equity Shares of Rs. 100/- each, to Navinchandra Patel of 90 Equity Shares of Rs. 100/- each, to Laxminandan Amin of 90 Equity Shares of Rs. 100/- each, to Suresh Kumar Patel of 45 Equity Shares of Rs. 100/- each, to Pravin Chandra Patel of 45 Equity Shares of Rs. 100/- each, to Girish Kumar Patel of 45 Equity Shares of Rs. 100/- each and to Udayan Patel of 50 Equity Shares of Rs. 100/- each.
- (iii) Further Allotment to Jash Bhai Patel of 50 Equity Shares of Rs. 100/- each, to Navinchandra Patel of 50 Equity Shares of Rs. 100/- each, to Laxminandan Amin of 50 Equity Shares of Rs. 100/- each, to Suresh Kumar Patel of 30 Equity Shares of Rs. 100/- each, to Udayan Patel of 45 Equity Shares of Rs. 100/- each, to Leelaben Patel of 10 Equity Shares of Rs. 100/- each, to Kokilaben Patel of 50 Equity Shares of Rs. 100/- each, to Jyotsnaben Patel of 50 Equity Shares of Rs. 100/- each and to Dinesh Kumar Amin of 180 Equity Shares of Rs. 100/- each.
- (iv) Further Allotment to Navinchandra Patel of 83 Equity Shares of Rs. 100/- each, to Laxminandan Amin of 83 Equity Shares of Rs. 100/- each, to Suresh Kumar Patel of 83 Equity Shares of Rs. 100/- each, to Pravin Chandra Patel of 83 Equity Shares of Rs. 100/- each, to Girish Kumar Patel of 83 Equity Shares of Rs. 100/- each, to Udayan Patel of 93 Equity Shares of Rs. 100/- each, to Leelaben Patel of 72 Equity Shares of Rs. 100/- each, to Kokilaben Patel of 70 Equity Shares of Rs. 100/- each, to Jyotsnaben Patel of 70 Equity Shares of Rs. 100/- each, to Geetaben Patel of 70 Equity Shares of Rs. 100/- each, to Rekhaben Patel of 70 Equity Shares of Rs. 100/- each, to Shakuntalaben Patel of 70 Equity Shares of Rs. 100/- each and to Pallavi U Patel of 70 Equity Shares of Rs. 100/- each.
- (v) Further Allotment to Navinchandra Patel of 160 Equity Shares of Rs. 100/- each, to Suresh Kumar Patel of 160 Equity Shares of Rs. 100/- each, to Pravin Chandra Patel of 160 Equity Shares of Rs. 100/- each, to Girish Kumar Patel of 160 Equity Shares of Rs. 100/- each, to Udayan Patel of 100 Equity Shares of Rs. 100/- each, to Pallavi U Patel of 60 Equity Shares of Rs. 100/- each, to Laxminandan Amin of 100 Equity Shares of Rs. 100/- each, to Jyotsnaben Patel of 60 Equity Shares of Rs. 100/- each, and to Rohitbhai Patel of 40 Equity Shares of Rs. 100/- each.
- (vi) Further Allotment to Suresh Kumar Patel of 150 Equity Shares of Rs. 100/- each, to Jyotsnaben Amin of 125 Equity Shares of Rs. 100/- each, to Girish Kumar Patel of 200 Equity Shares of Rs. 100/- each, to Udayan Patel of 200 Equity Shares of Rs. 100/- each, to Laxminandan Amin of 70 Equity Shares of Rs. 100/- each, to Navinchandra Patel of 200 Equity Shares of Rs. 100/- each, to Pravin Chandra Patel of 150 Equity Shares of Rs. 100/- each, to Rohitbhai Patel of 50 Equity Shares of Rs. 100/- each, to Leelaben Patel of 50 Equity Shares of Rs. 100/- each and to Shivram Lele of 5 Equity Shares of Rs. 100/- each.
- (vii) Further Allotment to Navinchandra Patel of 82 Equity Shares of Rs. 100/- each, to Girish Kumar Patel of 132 Equity Shares of Rs. 100/- each, to Pravin Chandra Patel of 182 Equity Shares of Rs. 100/- each, to Udayan J Patel of 132 Equity Shares of Rs. 100/- each, to Suresh Kumar Patel of 182 Equity Shares of Rs. 100/- each, to Leelaben Patel of 3 Equity Shares of Rs. 100/- each, and to Laxminandan Amin HUF of 87 Equity Shares of Rs. 100/- each.
- (viii) Further Allotment to Navinchandra Patel of 40 Equity Shares of Rs. 100/- each, to Pratik Patel of 40 Equity Shares of Rs. 100/- each, to Swati Desai of 40 Equity Shares of Rs. 100/- each, to Hirni Amin of 40 Equity Shares of Rs. 100/- each, to Rakesh Amin of 70 Equity Shares of Rs. 100/- each, to Rasesh Amin of 90 Equity Shares of Rs. 100/- each, to Sureshbhai Patel of 120 Equity Shares of Rs. 100/- each, to Geetaben Patel of 40 Equity Shares of Rs. 100/- each, to Pravin Chandra Patel of 120 Equity Shares of Rs. 100/- each, to Rekhaben Patel of 40 Equity Shares of Rs. 100/- each, to Girish Kumar Patel of 40 Equity Shares of Rs. 100/- each, to Shakuntalaben Patel of 120 Equity Shares of Rs. 100/- each, to Udayanbhai Patel of 110 Equity Shares of Rs. 100/- each, to Pallavi U Patel of 5 Equity Shares of Rs. 100/- each, to U.J Patel HUF of 45 Equity Shares of Rs. 100/- each, and to Rohitbhai Patel of 40 Equity Shares of Rs. 100/- each.

- (ix) Further Allotment to Navinchandra Patel of 105 Equity Shares of Rs. 100/- each, to Laxminandan Amin of 63 Equity Shares of Rs. 100/- each, to Suresh Kumar Patel of 125 Equity Shares of Rs. 100/- each, to Pravin Chandra Patel of 125 Equity Shares of Rs. 100/- each, to Girish Kumar Patel of 116 Equity Shares of Rs. 100/- each, to Udayan Patel of 115 Equity Shares of Rs. 100/- each, to Leelaben Patel of 20 Equity Shares of Rs. 100/- each, to Jyotsnaben Patel of 46 Equity Shares of Rs. 100/- each, to Geetaben Patel of 36 Equity Shares of Rs. 100/- each, to Rekhaben Patel of 36 Equity Shares of Rs. 100/- each, to Shakuntalaben Patel of 42 Equity Shares of Rs. 100/- each, to Pallavi U Patel of 40 Equity Shares of Rs. 100/- each, to Rohitbhai Patel of 32 Equity Shares of Rs. 100/- each, to Pratik Patel of 37 Equity Shares of Rs. 100/- each, to Laxminandan Amin HUF of 13 Equity Shares of Rs. 100/- each, to Rakesh Amin of 20 Equity Shares of Rs. 100/- each, to Rasesh Amin of 23 Equity Shares of Rs. 100/- each, and to U.J. Patel HUF of 6 Equity Shares of Rs. 100/- each.
- (x) Further Allotment to Navinchandra Patel of 278 Equity Shares of Rs. 100/- each, to Pravin Chandra Patel of 792 Equity Shares of Rs. 100/- each, to Girish Kumar Patel of 784 Equity Shares of Rs. 100/- each, to Udayan Patel of 785 Equity Shares of Rs. 100/- each, to Rekhaben Patel of 17 Equity Shares of Rs. 100/- each, to Shakuntalaben Patel of 27 Equity Shares of Rs. 100/- each, to Pallavi U Patel of 11 Equity Shares of Rs. 100/- each, to Swati Desai of 9 Equity Shares of Rs. 100/- each, to Hirni Amin of 9 Equity Shares of Rs. 100/- each, to Leelaben Patel of 18 Equity Shares of Rs. 100/- each, to Jyotsna Amin of 542 Equity Shares of Rs. 100/- each, to Geetaben Patel of 17 Equity Shares of Rs. 100/- each, to Pratik Patel of 514 Equity Shares of Rs. 100/- each, to Laxminandan Amin of 244 Equity Shares of Rs. 100/- each, to Rakesh Amin of 10 Equity Shares of Rs. 100/- each, to Rasesh Amin of 13 Equity Shares of Rs. 100/- each, to Sureshbhai Patel of 792 Equity Shares of Rs. 100/- each, to Rohitbhai Patel of 20 Equity Shares of Rs. 100/- each, to Laxminandan Amin HUF of 12 Equity Shares of Rs. 100/- each, to U.J. Patel HUF of 6 Equity Shares of Rs. 100/- each, to Avani L Amin of 100 Equity Shares of Rs. 100/- each, to Rahul U Patel of 330 Equity Shares of Rs. 100/- each, to Rohan R Patel of 335 Equity Shares of Rs. 100/- each, and to Rutvik R Patel of 335 Equity Shares of Rs. 100/- each.
- (xi) Further Allotment to Navinchandra Patel of 3,750 Equity Shares of Rs. 10/- each, to Laxminandan Amin of 1,510 Equity Shares of Rs. 10/- each, to Suresh Kumar Patel of 5,300 Equity Shares of Rs. 10/- each, to Pravin Chandra Patel of 4,680 Equity Shares of Rs. 10/- each, to Girish Kumar Patel of 5,080 Equity Shares of Rs. 10/- each, to Udayan Patel of 3,260 Equity Shares of Rs. 10/- each, to Leelaben Patel of 460 Equity Shares of Rs. 10/- each, to Jyotsnaben Amin of 2,070 Equity Shares of Rs. 10/- each, to Geetaben Patel of 2,330 Equity Shares of Rs. 10/- each, to Rekhaben Patel of 950 Equity Shares of Rs. 10/- each, to Shakuntalaben Patel of 2,560 Equity Shares of Rs. 10/- each, to Pallavi U Patel of 370 Equity Shares of Rs. 10/- each, to Rohitbhai Patel of 290 Equity Shares of Rs. 10/- each, to Pratik Patel of 2,560 Equity Shares of Rs. 10/- each, to Laxminandan Amin HUF of 320 Equity Shares of Rs. 10/- each, to Rakesh Amin of 1340 Equity Shares of Rs. 10/- each, to Rasesh Amin of 500 Equity Shares of Rs. 10/- each, to U.J. Patel HUF of 110 Equity Shares of Rs. 10/- each, to Avani L Amin of 700 Equity Shares of Rs. 10/- each, to Rutvik R Patel of 670 Equity Shares of Rs. 10/- each, to Rohan R Patel of 670 Equity Shares of Rs. 10/- each, to Rahul R Patel of 660 Equity Shares of Rs. 10/- each, to Bhairavi P Patel of 1,500 Equity Shares of Rs. 10/- each, to Archana R Amin of 580 Equity Shares of Rs. 10/- each, to Utpal P Patel of 1,000 Equity Shares of Rs. 10/- each and to Chintan P Patel of 1,000 Equity Shares of Rs. 10/- each.
- (xii) Further Allotment to Navinchandra Patel of 58,920 Equity Shares of Rs. 10/- each, to Laxminandan Amin of 34,440 Equity Shares of Rs. 10/- each, to Suresh Kumar Patel of 91,680 Equity Shares of Rs. 10/- each, to Pravin Chandra Patel of 89,200 Equity Shares of Rs. 10/- each, to Girish Kumar Patel of 86,920 Equity Shares of Rs. 10/- each, to Udayan Patel of 80,400 Equity Shares of Rs. 10/- each, to Leelaben Patel of 8,760 Equity Shares of Rs. 10/- each, to Jyotsnaben Amin of 44,000 Equity Shares of Rs. 10/- each, to Geetaben Patel of 15,840 Equity Shares of Rs. 10/- each, to Rekhaben Patel of 10,320 Equity Shares of Rs. 10/- each, to Shakuntalaben Patel of 20,600 Equity Shares of Rs. 10/- each, to Pallavi U Patel of 8,920 Equity Shares of Rs. 10/- each, to Rohitbhai Patel of 8,440 Equity Shares of Rs. 10/- each, to Pratik Patel of 35,480 Equity Shares of Rs. 10/- each, to Laxminandan Amin HUF of 5,760 Equity Shares of Rs. 10/- each, to Rakesh Amin of 9,360 Equity Shares of Rs. 10/- each, to Rasesh Amin of 7,040 Equity Shares of Rs. 10/- each, to U.J. Patel HUF of 2,720 Equity Shares of Rs. 10/- each, to Avani L Amin of 6,800 Equity Shares of Rs. 10/- each, to Rutvik R Patel of 16,080 Equity Shares of Rs. 10/- each, to Rohan R Patel of 16,080 Equity Shares of Rs. 10/- each, to Rahul R Patel of

- 15,840 Equity Shares of Rs. 10/- each, to Bhairavi P Patel of 6,000 Equity Shares of Rs. 10/- each, to Archana Amin of 2,320 Equity Shares of Rs. 10/- each, to Utpal P Patel of 4,000 Equity Shares of Rs. 10/- each and to Chintan Patel of 4,000 Equity Shares of Rs. 10/- each, to Swati Desai of 3,560 Equity Shares of Rs. 10/- each, to Hirni Amin of 3,560 Equity Shares of Rs. 10/- each, to Shivram Lele of 120 Equity Shares of Rs. 10/- each and to Rasiklal R Mehta of 60 Equity Shares of Rs. 10/- each.
- (xiii) Further Allotment to Laxminandan Amin of 42,000 Equity Shares of Rs. 10/- each, to Suresh Kumar Patel of 68,800 Equity Shares of Rs. 10/- each, to Pravin Chandra Patel of 68,800 Equity Shares of Rs. 10/- each, to Girish Kumar Patel of 64,000 Equity Shares of Rs. 10/- each, to Udayan Patel of 64,000 Equity Shares of Rs. 10/- each, to Jyotsnaben Amin of 73,050 Equity Shares of Rs. 10/- each, to Pratik Patel of 68,900 Equity Shares of Rs. 10/- each, to Avani L Amin of 1,000 Equity Shares of Rs. 10/- each, to Rutvik R Patel of 650 Equity Shares of Rs. 10/- each, to Rohan R Patel of 650 Equity Shares of Rs. 10/- each, to Rahul R Patel of 650 Equity Shares of Rs. 10/- each and to Navin Patel HUF of 7,500 Equity Shares of Rs. 10/- each.
- (xiv) Further Allotment to Laxminandan Amin of 1,335 Equity Shares of Rs. 10/- each, to U.J Patel of 2,855 Equity Shares of Rs. 10/- each, to Avani L Amin of 1,500 Equity Shares of Rs. 10/- each, to Rohan R Patel of 700 Equity Shares of Rs. 10/- each, to Rutvik R Patel of 700 Equity Shares of Rs. 10/- each, to L.J Patel of 470 Equity Shares of Rs. 10/- each, to Navin J Patel of 2,835 Equity Shares of Rs. 10/- each to Suresh J Patel of 2835 Equity Shares of Rs. 10/- each, to Pravin J Patel of 2,835 Equity Shares of Rs. 10/- each and to Girish Kumar Patel of 2,835 Equity Shares of Rs. 10/- each.
- (xv) Further Allotment to Navin J Patel of 1,500 Equity Shares of Rs. 10/- each, to Pratik Patel of 50,000 Equity Shares of Rs. 10/- each, to Jyotsna Amin of 50,000 Equity Shares of Rs. 10/- each, to Rasesh Amin of 1,500 Equity Shares of Rs. 10/- each, to Suresh Patel of 72,500 Equity Shares of Rs. 10/- each, to Girish Patel of 65,500 Equity Shares of Rs. 10/- each, to Pravin Patel of 53,800 Equity Shares of Rs. 10/- each, to Udyan Patel of 51,500 Equity Shares of Rs. 10/- each, to Rohit Patel of 51,000 Equity Shares of Rs. 10/- each, to Geeta Patel of 1,500 Equity Shares of Rs. 10/- each, to Rekha Patel of 1,500 Equity Shares of Rs. 10/- each, to Shakuntala Patel of 1,500 Equity Shares of Rs. 10/- each, to Leelaben Patel of 2,550 Equity Shares of Rs. 10/- each, to Shakuntala R Patel of 3,000 Equity Shares of Rs. 10/- each, to Rajendra Patel of 4,000 Equity Shares of Rs. 10/- each and to Kush Patel of 4,000 Equity Shares of Rs. 10/- each.
- (xvi) Further Allotment to Jatin Patel of 2,500 Equity Shares of Rs. 10/- each, to Arvind Patel of 2,500 Equity Shares of Rs. 10/- each, to Has Mukh Shah of 5,000 Equity Shares of Rs. 10/- each, to Bhagwati Prasad Patel of 3,000 Equity Shares of Rs. 10/- each, to Shakuntalaben S Patel of 1,000 Equity Shares of Rs. 10/- each, to Bhrugesh Kumar Patel of 1,000 Equity Shares of Rs. 10/- each, to Shankar Bhai J Patel of 1,000 Equity Shares of Rs. 10/- each, Vandana Yeswant Pandya of 2,500 Equity Shares of Rs. 10/- each, to Indra Vadan B Patel of 10,000 Equity Shares of Rs. 10/- each, to Saraj Prafull Desai of 2,500 Equity Shares of Rs. 10/- each, to Prafull Bhagwandas of 2,500 Equity Shares of Rs. 10/- each, to Rajesh Dilip Bhai of 2,500 Equity Shares of Rs. 10/- each, to Sayaji Investment Private Limited of 2,500 Equity Shares of Rs. 10/- each, to Bimal Sodha of 1,250 Equity Shares of Rs. 10/- each, to Kaushik Sumesh Patel of 1,250 Equity Shares of Rs. 10/- each, to Vishnubhai Nandlal Parekh of 2,500 Equity Shares of Rs. 10/- each, Indira R Mehta of 1,500 Equity Shares of Rs. 10/- each, to Hemant Patel of 1,250 Equity Shares of Rs. 10/- each, to D.P Patel of 2,000 Equity Shares of Rs. 10/- each, to Awani Amin of 2,500 Equity Shares of Rs. 10/- each, to Gopaldas of 5,000 Equity Shares of Rs. 10/- each, to Sunil J Desai of 10,000 Equity Shares of Rs. 10/- each, to Kokila Desai of 10,000 Equity Shares of Rs. 10/- each, to Jyotindra J Desai of 10,000 Equity Shares of Rs. 10/- each, to Urmila J Desai of 10,000 Equity Shares of Rs. 10/- each, to Parindra J Desai of 10,000 Equity Shares of Rs. 10/- each, to Jayadeep S Desai of 10,000 Equity Shares of Rs. 10/- each, to Kaushal J Desai of 10,000 Equity Shares of Rs. 10/- each, to Nishit A Desai of 10,000 Equity Shares of Rs. 10/- each, to Ramila A Desai of 10,000 Equity Shares of Rs. 10/- each, to Ashutosh J Desai of 10,000 Equity Shares of Rs. 10/- each, to Swati N Desai of 4,000 Equity Shares of Rs. 10/- each, to Rakesh R Shah of 10,000 Equity Shares of Rs. 10/- each, to Navin Patel of 8,500 Equity Shares of Rs. 10/- each, to Pratik Patel of 44,000 Equity Shares of Rs. 10/- each, to Jyotsna Amin of 35,800 Equity Shares of Rs. 10/- each, to Rakesh Amin of 7,000 Equity Shares of Rs. 10/- each, to Rasesh Amin of 7,000 Equity Shares of Rs. 10/- each, to Suvesh Patel of 30,000 Equity Shares of Rs. 10/- each, to Girish Patel of 20,650 Equity Shares of Rs. 10/- each, to Pravin Patel of 39,350 Equity Shares of Rs. 10/- each, to Udyan Patel of 30,000 Equity Shares of Rs. 10/- each and to Divya Patel of 2,000 Equity Shares of Rs. 10/- each.

- (xvii) Further Allotment to Hirni Amin of 2,500 Equity Shares of Rs. 10/- each, to Ilaben C Shah of 1,050 Equity Shares of Rs. 10/- each, to Ghanshyamdas Patel of 5,000 Equity Shares of Rs. 10/- each, to Dilip J Master of 1,000 Equity Shares of Rs. 10/- each, to Amit D Master of 1,000 Equity Shares of Rs. 10/- each, to Bhavini A Master of 1,350 Equity Shares of Rs. 10/- each and to Hemlata D Master of 1,100 Equity Shares of Rs. 10/- each.
- (xviii) Further Allotment to M/s Schutte Meyer of 5,08,600 Equity Shares of Rs. 10/- each.
- (xix) Further Allotment to Kiran B Patel of 15,000 Equity Shares of Rs. 10/- each, to Shaila Patel of 15,000 Equity Shares of Rs. 10/- each, to Sunil Patel of 2,500 Equity Shares of Rs. 10/- each, to Neeti Panda of 2,500 Equity Shares of Rs. 10/- each, to Satish Pandya of 2,500 Equity Shares of Rs. 10/- each, to Shailesh Patil of 2,500 Equity Shares of Rs. 10/- each, to Jagdish D Dave of 5,000 Equity Shares of Rs. 10/- each, to Suryakant K Patel of 5,000 Equity Shares of Rs. 10/- each, to Tarang Amin of 3,500 Equity Shares of Rs. 10/- each and to Shivani Patel of 7,500 Equity Shares of Rs. 10/- each.
- (xx) Further Allotment to Schutte Meyer of 41,400 Equity Shares of Rs. 10/- each, to Suresh Patel of 36,363 Equity Shares of Rs. 10/- each, to Pravin Patel of 36,363 Equity Shares of Rs. 10/- each, to Girish Patel of 36,363 Equity Shares of Rs. 10/- each, to Jyotsna Patel of 36,363 Equity Shares of Rs. 10/- each, to Pratik Patel of 34,224 Equity Shares of Rs. 10/- each and to Udayan Patel of 34,224 Equity Shares of Rs. 10/- each.
- (xxi) Further allotment to Pratik Patel of 19,250 Equity Shares, to Bhairvi Patel of 46,939 Equity Shares, to Swati N. Desai of 16,900 Equity Shares, to Laxminandan Amin of 6,000 Equity Shares, to Laxminandan Amin HUF 20,368 Equity Shares, to Jyotsna Amin of 39,909 Equity Shares, to Archana Amin of 10,500 Equity Shares, to Awani Amin of 6,000 Equity Shares, to Geeta Patel of 65,471 Equity Shares, to Girish Patel of 43,447 Equity Shares, to Shakuntala Patel of 17,000 Equity Shares, to Jesal Patel of 4,000 Equity Shares, to Girish J. Patel HUF of 3,000 Equity Shares, to Pravin Patel of 9,877 Equity Shares, to Chintan Patel of 9,877 Equity Shares, to Rekha Patel of 19,753 Equity Shares, to Ekta C. Patel of 26,338 Equity Shares, to Udayan Patel of 65,207 Equity Shares, to U.J. Patel HUF of 200 Equity Shares, to Rahul Patel of 1,225 Equity Shares, to Pallavi Patel of 665 Equity Shares, to Rohit Patel of 13,320 Equity Shares, to Kajal R. Patel of 1,285 Equity Shares, to Shridevi R. Patel of 5,000 Equity Shares, to Payal R. Patel of 1,285 Equity Shares, to Neeti Pandya of 500 Equity Shares, to Satish Pandya of 500 Equity Shares, to Tarang Amin of 36,000 Equity Shares, to Hirni T. Amin of 36,000 Equity Shares, to Kiran Patel of 1,875 Equity Shares, to Shaila Patel of 1,875 Equity Shares, to Axel Schutte of 1,10,000 Equity Shares, to Shakuntala R. Patel of 1,600 Equity Shares, to Rajendra Kumar M. Patel of 1,600 Equity Shares, to Kush Kumar R. Patel of 1,600 Equity Shares, to Jatin Patel of 2,500 Equity Shares, to Sayaji Investments P. Ltd. of 2,500 Equity Shares, to K G Desai of 8,000 Equity Shares, to G G Desai of 8,000 Equity Shares, to Parindra Desai of 8,000 Equity Shares, to G S Desai of 8,000 Equity Shares, to Urmila Desai of 8,000 Equity Shares, to Sunil Desai of 8,000 Equity Shares, to Jaideep/ Mrs Tejal Desai of 25,000 Equity Shares, to Kokila Desai of 8,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 10/- each.
- (xxii) Further allotment to Pratik Patel of 19,250 Equity Shares, to Bhairavi Patel of 46,939 Equity Shares, to Swati N. Desai of 16,900 Equity Shares, to Jyotsna Amin of 27,777 Equity Shares, to Archana Amin of 18,500 Equity Shares, to Awani Vipul Patel of 36,500 Equity Shares, to Geeta Patel of 34,720 Equity Shares, to Suresh J. Patel of 30,751 Equity Shares, to Girish Patel of 28,553 Equity Shares, to Jesal Patel of 3,750 Equity Shares, to Girish J. Patel HUF of 1,500 Equity Shares, to Pravin Patel of 9,877 Equity Shares, to Chintan Patel of 9,877 Equity Shares, to Rekha Patel of 19,753 Equity Shares, to Ekta C. Patel of 26,338 Equity Shares, to Rahul Patel of 25,632 Equity Shares, to Pallavi Patel of 41,665 Equity Shares, to Rohit Patel of 4,653 Equity Shares, to Kajal R. Patel of 1,632 Equity Shares, to Shridevi R. Patel of 12,973 Equity Shares, to Payal R. Patel of 1,632 Equity Shares, to Neeti Pandya of 500 Equity Shares, to Satish Pandya of 500 Equity Shares, to Kiran Patel of 1,875 Equity Shares, to Shaila Patel of 1,875 Equity Shares, to Axel Schutte of 1,10,000 Equity Shares, of face value of Rs. 10/- each at premium of Rs. 10/- each.



- (xxiii) Further allotment to Bhairavi Patel/ Pratik N Patel of 7,50,000 Equity Shares, to Pratik N Patel HUF of 50,000 Equity Shares, to L. D. Amin of 1,72,500 Equity Shares, to Laxminandan D HUF of 1,50,000 Equity Shares, to Jyotsna Amin of 2,52,500 Equity Shares, of face value of Rs. 10/- each at premium of Rs. 10/- each.
- (xxiv) Further allotment to Pratik Patel of 5,00,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 10/- each as a result of conversion of compulsorily convertible debentures issued to him.
- (xxv) Further allotment to Pratik Patel of 11,25,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 10/- each.
- (xxvi) Further allotment to PI International L.P. (Currently Pragati India Fund Limited) of 100 Equity Shares of Rs. 10/- each at premium of Rs. 70/- each.
- (xxvii) Further allotment to PI International L.P. (Currently Pragati India Fund Limited) of 23,41,432 Equity shares of Face Value Rs. 10/- each at premium of Rs. 87.16/- as a result of Conversion of 227,500 Phase I Compulsory Convertible Debentures.
- (xxviii) Allotment to P. N Patel HUF of 65,000 Preference Shares, to Jyotsna Amin and Awani Patel of 1,30,000 Preference Shares, to Jyotsna Amin of 75,000 Preference Shares, to Awani Patel of 15,000 Preference Shares, to Archana Amin and Awani Patel of 1,30,000 Preference Shares, to L.D Amin HUF of 40,000 Preference Shares, to Swati Desai of 40,000 Preference Shares, to Bhairavi P. Patel of 5,000 Preference Shares, of face value of Rs. 10/- each at par.
- (xxix) Redemption of all Preference Shares.
1. Our Company has not issued any Equity Shares for consideration other than cash except as stated below:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Benefits accrued to the Company	Reasons of Allotment	No. of allottees
March 31, 1999	2,13,900	10	10	Assets of H.G. Castings, a partnership firm.	Acquisition of assets and liabilities of H.G. Castings.	6

*Our Company was not able to trace the relevant form filed with the RoC with respect to the above allotment of shares. Our Company has caused a physical search of the relevant records/forms/returns at the RoC Office through its representative M/s. VC & Associates on August 18, 2017, however, the RoC has informed that there are no physical records of our Company maintained/retained in respect of allotment of shares in certain years. Our Company has obtained a certificate in this regard from M/s. VC & Associates, Practicing Company Secretaries dated August 28, 2017. Further, the above information including the names of allottees and other details have been indentified on the basis of register of members and Board minutes maintained by the Company.*

2. No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.
3. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
4. No shares have been issued at price below Offer Price within last one year from the date of this Prospectus.
5. **Build-up of “Promoters Shareholding” Promoters contribution and lock-in**
- (i) **Build-up of Promoters Shareholding**

As on the date of this Prospectus, our Promoters, Pratik Patel, Laxminandan Amin, Bhairavi Patel and Harsh Patel holds 28,81,158 Equity Shares i.e. 30.09 % of pre-Offer Equity Shares of our Company.

The details of the shareholding of our Promoter are as under:

a) Pratik Patel

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-Offer shareholding %	Post – Offer shareholding %	Lock-in Period
June 11, 1981	40	100	-	Transmission of Shares	0.00	0.00	3Yrs.
June 1, 1984	40	100	100	Further Allotment	0.00	0.00	3Yrs
March 16, 1990	37	100	100	Further Allotment	0.00	0.00	3Yrs
July 25, 1992	514	100	100	Further Allotment	0.01	0.00	3Yrs
July 15, 1994	6310	10	-	Reconstituted		-	3Yrs
September 1, 1994	2560	10	10	Further Allotment	0.03	0.02	3Yrs
October 20, 1994	35480	10	10	Further Allotment	0.37	0.30	3Yrs
January 1, 1996	68900	10	10	Further Allotment	0.72	0.58	3Yrs
February 28, 1997	50000	10	10	Further Allotment	0.52	0.42	3Yrs
March 15, 2011	13970	10	-	Transmission of Shares	0.15	0.12	3Yrs
October 21, 1997	44000	10	10	Further Allotment	0.46	0.37	3Yrs
March 31, 1999	15260	10	10	Further Allotment	0.16	0.13	3Yrs
August 24, 2001	86485	10	-	Transmission of Shares	0.90	0.73	3Yrs
December 31, 2008	19250	10	20	Further Allotment	0.20	0.16	3Yrs
April 30, 2009	19250	10	20	Further Allotment	0.20	0.16	3Yrs
March 30, 2012	375000	10	10	Transfer of Shares	3.92	3.17	3Yrs
March 30, 2012	500000	10	20	Conversion of Compulsorily Convertible Debentures	5.22	4.22	3Yrs
March 30, 2012	1125000	10	20	Further Allotment	11.75	9.50	3Yrs
October 28, 2016	(450000)	10	-	(Transfer of Shares)	(4.70)	(3.80)	3Yrs

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

b) Laxminandan Amin

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-Offer shareholding %	Post – Offer shareholding %	Lock-in Period
December 25, 1973	10	100	100	Further Allotment	0.00	0.00	3Yrs
December 30, 1974	90	100	100	Further Allotment	0.00	0.00	3Yrs
January 15, 1976	50	100	100	Further Allotment	0.00	0.00	3Yrs
December 28, 1977	83	100	100	Further Allotment	0.00	0.00	3Yrs
December 24, 1980	100	100	100	Further Allotment	0.00	0.00	3Yrs
September 24, 1982	70	100	100	Further Allotment	0.00	0.00	3Yrs
March 16, 1990	63	100	100	Further Allotment	0.00	0.00	3Yrs
July 25, 1992	244	100	100	Further Allotment	0.00	0.00	3Yrs
July 15, 1994	7100	10	-	Reconstituted		-	3Yrs
September 1, 1994	1510	10	10	Further Allotment	0.02	0.01	3Yrs
October 20, 1994	34440	10	10	Further Allotment	0.36	0.29	3Yrs
January 1, 1996	42000	10	10	Further Allotment	0.44	0.35	3Yrs
July 15, 1996	1335	10	10	Further Allotment	0.01	0.01	3Yrs
July 15, 1996	2500	10	10	Transfer of Shares	0.03	0.02	3Yrs
December 31, 2008	6000	10	20	Further Allotment	0.06	0.05	3Yrs
April 30, 2009	172500	10	20	Further Allotment	1.80	1.46	3Yrs

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

c) Bhairavi Patel

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-Offer shareholding %	Post – Offer shareholding %	Lock-in Period
September 01, 1994	1500	10	10	Further Allotment	0.02	0.01	3Yrs
October 20, 1994	6000	10	10	Further Allotment	0.06	0.05	3Yrs
December 31,2008	46939	10	10	Further Allotment	0.49	0.40	3Yrs
April 30, 2009	46939	10	10	Further Allotment	0.49	0.40	3Yrs
September 30, 2011	375000	10	10	Transfer of Shares	3.92	3.17	3Yrs
August 16, 2012	(102920)	10	97.16	Transfer of Shares	(1.07)	0.87	3Yrs
November 01, 2012	(128650)	10	97.16	Transfer of Shares	(1.34)	1.09	3Yrs
November 12, 2013	7500	10	10	Transfer of Shares	0.08	0.06	3Yrs

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

d) Harsh Patel

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-Offer shareholding %	Post – Offer shareholding %	Lock-in Period
October 28, 2016	450000	10	-	Transfer of Shares	4.70	3.80	3 Yrs

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

e) Pragati India Fund Limited (the Selling Shareholder)

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-Offer shareholding %	Post – Offer shareholding %	Lock-in Period
April 11, 2012	100	10	80	Further allotment	0.00	0.00	NA
August 16, 2012	1,02,920	10	97.16	Transfer of Shares	1.07	0.00	NA
September 24, 2012	23,41,432	10	97.16	Conversion of debentures	24.45	0.00	NA
November 01, 2012	1,28,650	10	97.16	Transfer of Shares	1.34	0.00	NA
September 18, 2017	(8,33,500)	10	120.00	Pre-IPO Placement	(8.70)	0.00	NA
October 3, 2017	(17,39,602 )	10	120.00	Offer for Sale	(18.17)	0.00	NA

NA – Not Applicable

Our Promoters have provided their confirmations to our Company and the BRLMs that the Equity Shares held by them, which shall be locked-in for a period of three years as Promoter's contribution have been financed from their internal accruals and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose. As of the date of this Prospectus, none of the Equity Shares held by our Promoters are subject to pledge.

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

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

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoter's Contribution constituting 28,81,158 of the post Offer Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution, for a period of three years from the date of allotment in the Offer.

Particulars	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoter</b>				
Pratik Patel	1911465	19.96	1911465	16.15
Laxminandan Amin	2,67,385	2.79	2,67,385	2.26
Bhairavi Patel	2,52,308	2.63	2,52,308	2.13
Harsh Patel	4,50,000	4.70	4,50,000	3.80
<b>Total</b>	<b>28,81,158</b>	<b>30.09</b>	<b>28,81,158</b>	<b>24.34</b>

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

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



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

Other than the above Equity Shares that are locked in for three years, the entire pre-Offer Equity Share capital of our Company held by the Promoter and members belonging to the Promoter Group shall be locked-in for a period of one year from the date of allotment in the Public Offer.

(iv) **Other requirements in respect of lock-in**

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

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

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

We further confirm that our Promoter's Contribution of the post Offer Equity Share Capital does not include any contribution from Alternative Investment Fund (AIF).

## 6. Our Shareholding Pattern

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SME Equity Listing Agreement, as on the date of this Prospectus:

### (i) Summary of Shareholding Pattern

Category	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrant)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		****Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+ C)			No. (a)	As a % of total Shares (b)	No. (a)	As a % of total Shares (b)	
I	II	III	IV	V	VI	VII = IV + V + VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	34	6,344,048	-	-	6,344,048	66.25%	6,344,048	66.25%	-	66.25%	-	-	-	-	6,344,048
B	Public	75	3,231,352	-	-	3,231,352	33.75%	3,231,352	33.75%	-	33.75%	-	-	-	-	1,009,550
C	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>109</b>	<b>9,575,400</b>	<b>-</b>	<b>-</b>	<b>9,575,400</b>	<b>100.00%</b>	<b>9,575,400</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,353,598</b>

(ii) **Shareholding pattern of Promoter and Promoter Group**

Sr. No.	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrant)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		****Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+ C)			No. (a)	As a % of total Shares (b)	No. (a)	As a % of total Shares (b)	
I	II	III	IV	V	VI	VII = IV + V + VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
(I)	Indian															
(a)	Individuals / HUF	31	5,709,691	-	-	5,709,691	59.63%	5,709,691	59.63%	-	-	-	-	-	-	5,709,691
(b)	Central Government/ State Government	-	-	-	-	-	0.00%	-	0.00%	-	-	-	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-	-	0.00%	-	0.00%	-	-	-	-	-	-	-
(d)	Any Other (Body Corporate)	1	403,000	-	-	403,000	4.21%	403,000	4.21%	-	-	-	-	-	-	403,000
	Sub-Total (I)	32	6,112,691	-	-	6,112,691	63.84%	6,112,691	63.84%	-	-	-	-	-	-	6,112,691
(II)	Foreign															
(a)	Individuals (Non-Resident Individual/ Foreign Individuals)	2	231,357	-	-	231,357	2.42%	231,357	2.42%	-	-	-	-	-	-	231,357
(b)	Government	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	-	-
(d)	Foreign Portfolio	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	-	-

Sr. No.	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrant)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		****Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+ C)			No. (a)	As a % of total Shares (b)	No. (a)	As a % of total Shares (b)	
I	II	III	IV	V	VI	VII = IV + V + VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	Sub Total (A) (2)	2	231,357	-	-	231,357	2.42%	231,357	2.42%	-	-	-	-	-	-	231,357
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	34	6,344,048	-	-	6,344,048	66.25%	6,344,048	66.25%	-	-	-	-	-	-	6,344,048

(iii) Shareholding pattern of the Public shareholder

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

Sr. No.	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrant)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		****Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+ C)			No. (a)	As a % of total Shares (b)	No. (a)	As a % of total Shares (b)	
I	II	III	IV	V	VI	VII = IV + V + VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
Funds																
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions / Banks	1	1,739,602	-	-	1,739,602	18.17%	-	-	-	-	-	-	-	-	1,739,602
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-total (B) (1)</b>	<b>1</b>	<b>1,739,602</b>	<b>-</b>	<b>-</b>	<b>1,739,602</b>	<b>18.17%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,739,602</b>
(2)	Central Government/State Government(s) / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(3)	<b>Non-Institutions</b>															
(a)	Individuals															
	i. Individual shareholders holding nominal share	66	404,550	-	-	404,550	4.22%	-	-	-	-	-	-	-	-	183,500

Sr. No.	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrant)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		****Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+ C)			No. (a)	As a % of total Shares (b)	No. (a)	As a % of total Shares (b)	
I	II	III	IV	V	VI	VII = IV + V + VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	capital up to Rs. 2 lakhs															
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	6	1,069,700	-	-	1,069,700	11.17%	-	-	-	-	-	-	-	-	1,53,500
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (Body Corporate)	2	17,500	-	-	17,500	0.18%	-	-	-	-	-	-	-	-	15,000
	<b>Sub Total (B)(3)</b>	<b>74</b>	<b>1,491,750</b>	<b>-</b>	<b>-</b>	<b>1,491,750</b>	<b>15.58%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>75</b>	<b>3,231,352</b>	<b>-</b>	<b>-</b>	<b>3,231,352</b>	<b>33.75%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,68,500</b>



(iv) **Shareholding pattern of the Non Promoter – Non Public shareholder**

Sr. No.	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrant)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		****Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares (b)	No. (a)	As a % of total Shares (b)	
								Classes: X	Classes: Y	Total								
I	II	III	IV	V	VI	VII = IV + V + VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(1 )	Custodian / DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Subtotal (C)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2 )	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulation, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Subtotal (C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Non- Public Shareholding (C) = (C)(1)+(C)(2)																	

**Note:** PAN of the Shareholders have been provided by Our Company prior to Listing of Equity Shares on the Stock Exchange.

\*\*\*In terms of SEBI Listing Regulations, all Equity Shares held by the Promoter / members of the Promoter Group are either dematerialized or are in the process of dematerialisation.

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

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

Sr. No.	Name of the Shareholder	Pre – Offer		Post – Offer	
		No. of Equity Shares	% of Pre-Offer Capital	No. of Equity Shares	% of Post-Offer Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
<b>(A)</b>	<b>Promoters</b>				
1	Mr. Pratik Patel	1911465	19.96%	1911465	16.15%
2	Mrs. Bhairavi Patel	252308	2.63%	252308	2.13%
3	Mr. Harsh Patel	450000	4.70%	450000	3.80%
4	Mr. Laxminandan Amin	267385	2.79%	267385	2.26%
	<b>Total (A)</b>	<b>2881158</b>	<b>30.08%</b>	<b>2881158</b>	<b>24.34%</b>
<b>(B)</b>	<b>Promoter Group</b>				
5	Patamin Investments Pvt. Ltd.	8000	0.08%	403000	3.40%
6	Mr. Rohit Arvindbhai Patel	81523	0.85%	81523	0.69%
7	Mrs. Shridevi Rohitbhai Patel	19973	0.21%	19973	0.17%
8	Mr. Rhutvik Rohitbhai Patel	21450	0.22%	21450	0.18%
9	Mr. Rohan Rohitbhai Patel	21450	0.22%	21450	0.18%
10	Mrs. Payal Rhutvik Patel	2917	0.03%	2917	0.02%
11	Mrs. Kajal Patel	2917	0.03%	2917	0.02%
12	Mr. Suresh Patel	336806	3.52%	336806	2.85%
13	Mrs. Geeta Patel	121491	1.27%	125491	1.06%
14	Mrs. Tejal Jaydeep Desai/Jaideep /Sunil Desai	25000	0.26%	37500	0.32%
15	Mrs. Pallavi Patel	423772	4.43%	423772	3.58%
16	Mr. Rahul Patel	47307	0.49%	55807	0.47%
17	Mr. Girish Patel	381985	3.99%	381985	3.23%
18	Mrs. Shakuntala Patel	44250	0.46%	44250	0.37%
19	M/S G J Patel HUF	4500	0.05%	4500	0.04%
20	Mrs. Jesal Patel	7750	0.08%	10750	0.09%
21	Ms. Kruti Patel	0	0.00%	3000	0.03%
22	Mr. Pravin Patel	324579	3.39%	324579	2.74%
23	Mrs. Rekha Patel	53906	0.56%	53906	0.46%
24	Mrs. Ekta Patel	52676	0.55%	52676	0.45%
25	Mr. Chintan Patel	24754	0.26%	33254	0.28%
26	Mrs. Swati Desai	11830	0.12%	20330	0.17%
27	M/s Pratik N. Patel HUF	57500	0.60%	57500	0.49%
28	M/s Laxminandan Amin HUF	177568	1.85%	177568	1.50%
29	Mrs. Archana Rasesh Amin	31900	0.33%	31900	0.27%
30	Mr. Rasesh Amin	441550	4.61%	441550	3.73%
31	Ms. Mitali Amin	500	0.01%	500	0.00%
32	Mr. Kartik Amin	60679	0.63%	60679	0.51%
33	Mrs. Avani Patel	177357	1.85%	197357	1.67%
34	Mr. Utpal Patel	5000	0.05%	34000	0.29%
	<b>Total (B)</b>	<b>2970890</b>	<b>31.00%</b>	<b>3462890</b>	<b>29.26%</b>
<b>(C)</b>	<b>Promoters &amp; Promoters Group (A+B)</b>	<b>5852048</b>	<b>61.08%</b>	<b>6344048</b>	<b>53.60%</b>

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 Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Pratik Patel	1,911,465	18.06
Mr. Laxminandan Amin	267,385	15.39
Ms. Bhairavi Patel	252,308	19.73
Mr. Harsh Patel	450,000	NIL*

\*Gifted by Mr. Pratik Patel to his son Mr. Harsh Patel

9. Except the Selling Shareholder and our Director Mr. Axel Schutte, no other persons belonging to the category Public holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares.

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

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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1	Mr.Pratik Patel	1911465	19.96%
2	Pragati India Fund Limited	1739602	18.17%
3	Mr. Axel Schutte	770000	8.04%
4	Mr. Harsh Patel	450000	4.70%
5	Mr.Rasesh Amin	441550	4.61%
6	Mrs.Pallavi Patel	423772	4.43%
7	Patamin Investments Pvt. Ltd.	403000	4.21%
8	Mr.Girish Patel	381985	3.99%
9	Mr.Suresh Patel	336806	3.52%
10	Mr.Pravin Patel	324579	3.39%
	<b>Total</b>	<b>7182759</b>	<b>75.01%</b>

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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Pragati India Fund Limited	2573102	26.87%
2.	Mr.Pratik Patel	1911465	19.96%
3.	Mr. Axel Schutte	770000	8.04%
4.	Mr. Harsh Patel	450000	4.70%
5.	Mr.Rasesh Amin	441550	4.61%
6.	Mrs.Pallavi Patel	423772	4.43%
7.	Mr.Girish Patel	381985	3.99%
8.	Mr.Suresh Patel	336806	3.52%
9.	Mr.Pravin Patel	324579	3.39%
10.	Mr.Laxminandan Amin	267385	2.79%
	<b>Total</b>	<b>7880644</b>	<b>82.30%</b>

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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Pragati India Fund Limited	2573102	26.87%
2.	Mr.Pratik Patel	2361465	24.66%
3.	Mr. Axel Schutte	770000	8.04%
4.	Mrs.Jyotsna Amin	606786	6.34%
5.	Mrs.Pallavi Patel	423772	4.43%
6.	Mr.Girish Patel	381985	3.99%
7.	Mr.Suresh Patel	336806	3.52%
8.	Mr.Pravin Patel	324579	3.39%
9.	Mr.Laxminandan Amin	267385	2.79%
10.	Mrs.Bhairavi Patel	252308	2.63%
	<b>Total</b>	<b>8298188</b>	<b>86.66%</b>

11. 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 offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.
12. Neither the BRLMs nor their associates hold any Equity Shares of our Company as on the date of the Prospectus.
13. Under-subscription in the net offer, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the BRLMs in consultation with the the Designated Stock Exchange and in accordance with applicable laws, rules, regulations and guidelines, subject to valid Bids being received from them at or above the Offer Price.
14. As on the date of this Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under the Companies Act.
15. None of the members of the Promoter Group, the Promoters and its Directors, or our Directors and their immediate relatives have purchased or sold any Equity Shares during the period of six months immediately preceding the date of filing of the Prospectus with the Stock Exchange:
16. There are no Equity Shares against which depository receipts have been issued.
17. Other than the Equity Shares, there are is no other class of securities issued by our Company.
18. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Offer, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
19. None of the persons / entities comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course

of the business of any such entity / individual or otherwise during the period of six months immediately preceding the date of filing of this Prospectus.

20. Our Company, our Promoters, our Directors and the BRLM have not entered into any buy-back or standby or similar arrangements such as / safety net arrangements for the purchase of Equity Shares being offered through the Offer from any person.
21. There are no safety net arrangements for this public offer.
22. An over-subscription to the extent of 10% of the Offer to the Public can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalising the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Offer, as a result of which, the post-Offer paid up capital after the Offer would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post Offer paid-up capital is locked in.
23. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 43 (2) of SEBI (ICDR) Regulations, as amended from time to time.
24. As on date of this Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
25. All the Equity Shares of our Company are fully paid up and there are no partly paid up Equity Shares as on the date of the Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be offered/ issued fully paid-up equity shares.
26. As per RBI regulations, OCBs are not allowed to participate in this Offer.
27. Our Company has not raised any bridge loans against the proceeds of the Offer.
28. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
29. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
30. An Applicant cannot make an application for more than the number of Equity Shares being offered/ issued through this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
31. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
32. We have 79 (Seventy nine) shareholders as on the date of filing of the Prospectus.
33. Our Promoters and the members of our Promoter Group (other than who are Promoter Group Shareholders) and the BRLM will not participate in this Offer.
34. Our Company has not made any public issue since its incorporation.
35. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group during the period between the date of filing the Prospectus and the Bid/ Offer Closing Date shall be reported to the Stock Exchange where the Equity Shares of the Company are listed, within twenty-four hours of such transaction.

36. Except for the pre IPO placement before filing of the Prospectus and Fresh Issue, there will no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or any other manner during the period commencing from filing of the Prospectus with the Stock Exchange until the Equity Shares have been listed.
37. None of the Equity Shares held by our promoters are pledged.
38. For the details of transactions by our Company with our Promoter Group, Group Companies for the financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 please refer to paragraph titled “*Related Parties Transactions*” in the section titled “*Financial Information*” on page 198 of the Prospectus. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page 169 of the Prospectus.



## OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue of 22,61,198 Equity Shares and Offer for Sale by the Selling Shareholder of 17,39,602 Equity Shares of our Company at an Offer Price of Rs. 120 per Equity Share. Collectively, Offer for Sale & Fresh Issue of Equity Shares are referred to as the “Offer”.

### 1. Offer for Sale

The proceeds of the Offer for Sale shall be received by the Selling Shareholder only and our Company will receive proceeds from the fresh issue of equity shares.

### 2. Fresh Issue of Equity Shares

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards the following objects:

(Rs. in Lakhs)		
Sr. No	Particulars	Fund Required
1	To meet working capital requirement of our Company, Expansion of Manufacturing facilities at Unit III, to acquire land in SEZ Pithampur and then to set- up a new manufacturing plant (i.e. Unit IV) in SEZ Pithampur to cater to increased export business resulting out of acquisition of Rodney Hunt in USA and Mahr Maschinenbau GmbH in Austria and for General Corporate Purpose.	2313.44*
2	Fund required for exit of Pragati Fund India Limited i.e. Proceeds for OFS.	2087.52
3	To meet the Offer Expenses etc.	400.00
<b>Total</b>		<b>4800.96</b>

\*Out of the total proceeds from the Offer, Rs. 1.37 Lakh is included in General Corporate Purposes of the Company as additional proceeds from the Offer.

Collectively, above-tabled are “Objects” for this Offer. In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Emerge platform of NSE such as enhancement of our Company’s brand name in domestic as well as international market and creation of a public market for our Equity Shares in India.

***(Collectively, Offer for Sale & Fresh Issue of Equity Shares are referred to as the “Offer”)***

We believe that listing will enhance our corporate image and brand name in the domestic market as well as international market, create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities. The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Offer. The existing activities of our Company are within the object clause of our Memorandum. The Fund requirement and deployment is based on internal management estimates and has not been appraised by any bank and financial institution.

### **Offer Proceeds and Net Proceeds**

The details of the proceeds of the Fresh Issue are summarized in the table below:

(Rs. in Lakhs)*	
Particulars	Amount
Gross Proceeds of the Offer	4800.96
Less: Proceeds of the Offer for Sale	2087.52
Less: Offer related expenses**	400.00
<b>Net Proceeds of the Fresh Issue (excluding the proceeds of the Offer for Sale and Other Expenses) (“Net Proceeds”)</b>	<b>2313.44</b>

*\*To be finalized upon determination of the Offer Price.*

*\*\* All expenses with respect to the Offer will be shared solely by our Company.*

### **Requirement of Funds**

Our funding requirements depend on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial condition. 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.

The following table summarizes the requirement of funds to our Company:

		(in Rs. Lakhs)
Sr. No.	Particulars	Amount
1	To meet working capital requirement of our Company	900.00
2	Expansion of Manufacturing facilities at Unit III,	193.48
3	To acquire leased land and to set- up new manufacturing plant at SEZ Pithampur (i.e. Proposed Unit IV)	859.14
4	General Corporate Purposes	360.82
<b>Total-Gross Offer Proceeds to our Company*</b>		<b>2313.44</b>

\*inclusive of GST/applicable taxes.

### **Utilisation of Net Offer Proceeds**

The Net Offer proceeds will be utilised to finance Working Capital Requirement in tune of Rs. 900 Lakhs, Expansion of Manufacturing facilities at Unit III and to acquire land and to set- up new manufacturing facilities in SEZ Pithampur (i.e. Unit IV) and General Corporate Purpose to the tune of Rs. 1412.07 Lakhs and to meet issue related expenses.

### **Means of Finance**

The above-mentioned fund requirement will be met from the proceeds of the Offer. We intend to fund the shortfall, if any, from internal accruals and/ or debt. Set forth below are the means of finance for the above-mentioned fund requirement:

		(in Rs. Lakhs)
Sr. No.	Particulars	Amount
1	Net Offer Proceeds	2313.44
<b>Total</b>		<b>2313.44</b>

*Since the entire fund requirements are to be funded from the proceeds of the Fresh Issue, there is no 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 amounts to be raised through the proposed Offer.*

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of various means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Offer, our company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 17 of this Prospectus.

### **Details of the use of the proceeds**

#### **1. To Meet Working Capital Requirements of our Company**

Our business is working capital intensive and we finance our working capital requirement from various banks / financial institutions and from our internal accruals. As on date of Prospectus, the Company's working capital funding sanctioned from State Bank of India, Commercial Branch, Indore of Rs. 2900 Lakhs & HDFC Bank Limited, Bank House, Indore of Rs. 1100 Lakhs (fund based). Considering the existing and future growth, the total working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach Rs. 7765.06 Lakhs for FY 2017- 2018. We intend to meet our working capital requirements to the extent of Rs.900 Lakhs from the Net Proceeds of this Offer and the balance will be met from internal accruals and borrowings at an appropriate time as per the requirement.

Basis of estimation of working capital requirement and estimated working capital requirement:

Particulars	(Rs. in Lakh)	
	FY2016-17 Audited	FY2017-18 Estimated
<b>A: Current Assets</b>		
Current Investments	0.56	0.56
Inventories	3721.56	5268.50
Trade Receivables	5064.06	5398.88
Cash and Cash Equivalents	495.39	900.53
Short-term Loans and Advances	402.30	410.00
Other Current Assets	31.18	40.00
<b>Total (A)</b>	<b>9715.05</b>	<b>12018.48</b>
<b>B: Current Liabilities</b>		
Trade Payables	3563.17	2789.77
Other Current Liabilities	1068.07	1288.64
Short-term Provisions	159.36	175.00
<b>Total (B)</b>	<b>4790.61</b>	<b>4253.41</b>
<b>Working Capital (A-B)</b>	<b>4924.44</b>	<b>7765.06</b>
Bank Borrowings	2946.30	4000.00
<b>Working Capital from Offer Proceeds</b>		<b>900.00</b>
Balance Working Capital from internal Accruals		2865.06

*\*As on date, our company has sanctioned facilities consisting of an aggregate working capital facilities (Fund Based and Non Fund Based) of Rs. 6150 Lakhs from State Bank of India, Commercial Branch, Indore and of Rs. 5100 Lakhs from HDFC Bank Limited, Bank House, Indore.*

### Assumptions for Holding Levels

(In days)

Particulars	Holding Level as of March 31, 2017 (Audited)	Holding Level as of March 31, 2018 (Estimated)
<b>Current Assets</b>		
Trade Receivables	121	106
Inventories		
• Raw material	120	120
• Work in Progress	25	30
• Finished Goods	27	35
<b>Current Liabilities</b>		
Trade Payables	174	105

Our Company proposes to utilize Rs. 900.00 Lakhs of Net Proceeds towards working capital requirements for meeting our business requirements.

The working capital requirements are based on historical Company data and estimation of the future requirements in Financial Year 2017-18 considering the growth in activities of our Company. Our Company has assumed Trade receivables and Trade payables as 106 days and 105 days respectively for the Financial Year 2017-18.

### Justification for “Holding Period” levels

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

Assets - Current Assets	Justification
<b>Trade receivables</b>	Our Company shall give credit facility of around 106 days to our debtors. We intend to improve upon realization of receivables in financial year 2017-18 as compared to 121 days in financial year 2016-17. Even we are reducing receivables holding levels but because of increase in scale of operations we will require additional working capital.
<b>Inventories</b>	<ul style="list-style-type: none"> <li>We intend to maintain raw material inventory levels at 120 days for financial year 2017-18 which is in line with holding levels of financial year 2016-17.</li> <li>We intend to maintain stock of work in progress at level of 30 days in financial year 2017-18 which is in line with average holding levels of last two years.</li> <li>We intend to maintain stock of finished goods at level of 35 days in financial year 2017-18 which is in line with average holding levels of last two years.</li> </ul>
Liabilities - Current	
<b>Trade Payables</b>	We intend to reduce creditor's days to 105 days for financial year 2017-18 as compared to last year level of 174 days, as we intend to purchase raw materials and stock in trade on strict payment terms to avail discounts.

Pursuant to the certificate dated August 31, 2017, M/s Mahesh C. Solanki & Co., Chartered Accountants, have compiled the working capital estimates from the Restated Financial Statements and the working capital projections as approved by the Board by the resolution dated August 31, 2017.

## 2. Estimation of expenses for expansion at Unit III:

(Rs. in Lakh)		
Particulars	Proposed Schedule	Amount
Cost for construction of building for machines & Stores admeasuring 750 Sq.Mtr and Office Building on 1st Floor admeasuring 370 Sq.Mtr	Oct.-17 to Mar-18	163.40
Cost of internal electric works, Panels, Lights, Cables etc.	Jan-18 to Mar-18	12.10
Cost for Crane 10 tonnes capacity – 1 number	Feb-18 to Mar-18	17.98
<b>Total requirement for Unit III</b>		<b>193.48</b>

*Note: Orders for new machineries have not been placed by our Company. Our Company will place orders only after receipt of proceeds from the Offer.*

## 3. Estimation of expenses for setting-up new plant for Proposed Unit IV:

(Rs. in Lakh)		
Particulars	Proposed Schedule	Amount
Lease Premium of SEZ Plot No. M-19 of 8661.67 Sq Mtr @ Rs.1100/Sq.Mtr* (inclusive of other charges)	Nov-17 to Dec-17	100.00
Cost for construction of building Main Plant 3312 Sq Mtr	Jan-18 to Sept-18	395.00
Cost for construction of Utility Building	Jan-18 to Sept-18	55.00
Cost for other Infrastructure & Development Works	Jan-18 to Sept-18	148.00
Civil Consultant's Fee	Jan-18 to Sept-18	16.50
Cost for Cranes of 15 tonnes each – 2 Number	Jan-18 to Sept-18	69.03
Cost for Crane 5 MT for Pickling / Passivation	Jan-18 to Sept-18	15.84
Cost for Crane 5 MT for Grit blasting	Jan-18 to Sept-18	15.84
Cost for Electrical cabling, panels and Lighting in plant	Jan-18 to Sept-18	28.89
Cost for Electrical Substation & control room	Jan-18 to Sept-18	15.05
<b>Total</b>		<b>859.14</b>

\*Our Company has sent a request to MPAKVN for reservation of Plot No. M19 of Sector II of SEZ vide our letter no. JEL/AKVN/2017 dated August 18, 2017. Our Company has received a letter of approval ("LOA") from Office of Development Commissioner, Indore Special Economic Zone vide reference no. C-118/ISEZ/Proj./2016-17/83 dated August 24, 2017 for allotment of above referred plot.

*Note: Orders for land and new machineries have not been placed by our Company. Our Company will place orders only after receipt of proceeds from the Offer.*

## 4. General Corporate Purpose

Our company has estimated cost of Rs. 360.82 Lakhs towards General Corporate Purpose. The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI (ICDR) Regulations.

Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including the following:

- For purchasing miscellaneous fixed assets for our Company;
- Funding working capital requirements;
- Repayment/ prepayment of short-term debt;
- Strengthening marketing capabilities and brand building exercises; and

(v) Meeting ongoing general corporate exigencies.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board based on the permissible amount actually available under the head ‘General Corporate Purposes’ and the business requirements of our Company, from time to time.

## 5. Offer Related Expense

The estimated Offer related expenses includes Offer Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar’s Fees, Depository Fee and Listing Fee. The total expenses for this Offer are estimated to be approximately 400.00 Lakhs which is 8.33% of the Offer Size. All the Offer related expenses shall be met out of the proceeds of the Offer and the break-up of the same is as follows:

<i>(Rs. In Lakhs)</i>	
Activity	Expenses
Fees payable to Merchant Banker, Registrar, Legal Advisors, Statutory Expenses, Printing and Stationery Expenses, Advertising and Marketing Expenses	50.00
Fees payable to Market Maker for 3 years towards market making	20.00
Underwriting, Brokerage & Selling Commission	330.00
<b>Total Estimated Offer Expenses</b>	<b>400.00</b>

## 6. Proposed year-wise Deployment of Funds and Schedule of Implementation

The proposed deployment of fund will start after closure of the Offer and shall be completed by March 2018 and therefore total proceeds from the Offer received to our Company shall be deployed in FY2017-18 towards the stated Objects.

## 7. Funds Deployed and Sources of Funds Deployed

Our Company has not deployed any fund toward objects of the Offer.

## 8. Sources of Financing for the Funds Deployed

As our Company has not deployed any funds towards objects of the Offer, therefore sources of financing for fund deployed is not applicable.

## Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Offer are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

## Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

## Bridge Financing Facilities

As on the date of the Draft Red- Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.



### **Monitoring Utilization of Funds**

As this is a Fresh Issue for less than Rs.50,000 Lakhs, we are not required to appoint a monitoring agency for the purpose of the Offer in terms of regulation 16 of the SEBI (ICDR) Regulations. Our Board will monitor the utilization of the Net Proceeds through its Audit Committee.

The Audit committee and the Board of Directors of our Company will monitor the utilization of funds raised through this public offer. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Offer. Our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Offer have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement including deviations, if any, in the utilization of the Net Proceeds of the Offer from the objects of the Offer as stated above and details of category wise variation in the actual utilization of the Net Proceeds of the Offer from the objects of the Offer as stated above. The information will also be published in newspapers simultaneously with the submission of such information to the Stock Exchange, after placing the same before the Audit Committee. We will disclose the utilization of the Net Proceeds under a separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized.

### **Interim Use of Proceeds**

Our management, in accordance with the policies established by our Board of Directors, will have flexibility in deploying the proceeds received from the Offer. Pending utilization of the proceeds of the Offer for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits with schedule commercial banks included in second schedule of Reserve Bank of India Act, 1934.

### **Variation in Objects**

In accordance with Section 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Fresh 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 ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act and applicable rule. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Investor may note that the Selling Shareholder are not liable under Section 27 of the Companies Act or any other applicable law or regulation (including any direction or order by any regulatory authority, court or tribunal) for any variation of (i) terms of the contract referred to in this Prospectus and /or (ii) Object of the Offer.

### **Other Confirmations**

There is no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel, in relation to the utilisation of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our Directors or Key Managerial Personnel, our Group Company/(ies), our Associate Company, except in the normal course of business and in compliance with the applicable laws.

## BASIC TERMS OF THE OFFER

### Authority for the Offer

The present Offer of 40,00,800 Equity Shares comprises of Fresh Issue 22,61,198 Equity Shares and Offer for Sale of 17,39,602 Equity Shares of the Company in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 25, 2017 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra- Ordinary General Meeting of the members held on August 28, 2017.

### Ranking of Equity Shares

The Equity Shares being issued under the Offer shall be subject to the provisions of our Memorandum and Articles and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividends. The allottees in receipt of Allotment of Equity Shares under this Offer will be entitled to dividends or any other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please refer to the chapter “*Main Provisions of the Articles of Association*” beginning on 452 of this Prospectus.

### Terms of the Offer

The Equity Shares, now being offered, are subject to the terms and conditions of this Prospectus, Prospectus, Application form, Confirmation of Allocation Note (“*CAN*”), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities offered by the Government of India and SEBI (ICDR) Regulations, the Depositories Act, Stock Exchange, RBI, RoC and/or other authorities as in force on the date of the Offer and to the extent applicable.

In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009, notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

<b>Face Value</b>	Each Equity Share shall have the face value of Rs.10.00 each.
<b>Price Band</b>	Each Equity Share is being offered at a floor price of Rs. 115 each and cap price of Rs. 120 each.
<b>Offer Price</b>	Each Equity Share is being offered at a price of Rs. 120 each and is 12 time of Face Value.
<b>Market Lot and Trading Lot</b>	The Market lot and Trading lot for the Equity Share is 1200 and the multiple of 1200; subject to a minimum allotment of 1200 Equity Shares to the successful bidders.
<b>Terms of Payment</b>	100% of the Offer price of Rs.120 each shall be payable on Application. For more details please refer “ <i>Offer Procedure</i> ” on page 405 of this Prospectus.
<b>Ranking of the Equity Shares</b>	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company. The allottees in receipt of Allotment of Equity Shares under this Offer will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see “ <i>Main Provisions of Articles of Association</i> ” on page 454 of this Prospectus.

**Minimum Subscription**

In accordance with Regulation 106P (1) of SEBI (ICDR) Regulations, this Offer is 100% underwritten. Also, in accordance with explanation to Regulation 106P (1) of SEBI (ICDR) Regulations the underwriting shall not be restricted up to the minimum subscription level.

If our Company does not receive the subscription of 100% of the Offer including devolvement on Underwriter within 60 (Sixty) days from the date of closure of the offer, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed in the Companies Act.

Further, in accordance with Regulation 106R of SEBI (ICDR) Regulations, no allotment shall be made pursuant to the Offer, if the number of prospective allottees is less than 50 (fifty). For further details, please refer to chapter titled "*Terms of the Offer*" beginning on page 389 of this Prospectus.

## BASIS FOR OFFER PRICE

*Investors should read the following summary with the section titled "Risk Factors", the details about our Company under the chapter titled "Our Business" and its financial statements under the section titled "Financial Information" beginning on pages 17, 124 and page 198 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

The Offer Price will be determined by our Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs.10 each. The Floor Price of Rs. 115 is 11.50 times the face value and Cap Price of Rs. 120 is 12.00 times the face value.

## QUALITATIVE FACTORS

1. Established brand in water control & waste management
2. Comprehensive Product Portfolio
3. Diversified Customers Base
4. Global Presence: over 45 countries
5. In-house Research & Development
6. In-house Quality Check
7. Technical Collaborations with global players
8. Comprehensive range of services
9. Rich Management Experience
10. Training & development to employees and workers at work place.

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to chapter titled "Our Business" beginning on page 124 of this Prospectus.

## QUANTITATIVE FACTORS

Information presented in this section is derived from our Company's restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. **Basic & Diluted Earnings per share (EPS), as adjusted:**

### On Restated Standalone Basis:

Period	Basic & Diluted (Rs.)	Weights
FY 2017	10.98	3
FY 2016	9.14	2
FY 2015	8.18	1
<b>Weighted Average</b>	<b>9.90</b>	

### On Restated Consolidated Basis:

Period	Basic & Diluted (Rs.)	Weights
FY 2017	10.72	3
FY 2016	7.60	2
FY 2015	7.96	1
<b>Weighted Average</b>	<b>9.22</b>	

*Notes:*

- (i) The figures disclosed above are based on the restated financial statements of the Company.
- (ii) Earnings per Share has been calculated in accordance with **Accounting Standard 20 “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- (iii) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in the chapter Section "Financial Information" beginning on page 198.

2. **Price Earning (P/E) Ratio in relation to the Offer Price of Rs. 120:**

S. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as adjusted for FY 17	10.92
2	P/E ratio based on the Weighted Average EPS, as adjusted for FY 17	12.12

3. **Peer Group P/ E\*-**

We believe that none of the listed companies in India offer products or services across the various business segments in which we operate.

4. **Return on Net worth (RONW):**

**As per Restated Standalone Financial Statements:**

Period	RONW (%)	Weights
F.Y. 2017	11.77%	3
F.Y. 2016	10.80%	2
F.Y. 2015	10.58%	1
<b>Weighted Average</b>	<b>11.24%</b>	

**As per Consolidated Restated Financial Statements:**

Period	RONW (%)	Weights
F.Y. 2017	12.26%	3
F.Y. 2016	9.67%	2
F.Y. 2015	10.89%	1
<b>Weighted Average</b>	<b>11.17%</b>	

5. **Minimum Return on Net Worth after Offer to maintain Pre-Offer EPS for the financial year 2016-17:**

S. No	Particulars	(%)
1	At the Floor Price	9.35%
2	At the Cap Price	9.25%

6. **Net Asset Value (NAV) per Equity Share:**

**As per standalone restated financial statements:**

Sr. No.	As at	NAV (Rs.)
	March 31, 2017	93.30
	March 31, 2016	84.61
	March 31, 2015	77.35
	NAV after Offer	98.39
	<b>Offer Price</b>	<b>120.00</b>

**As per Restated Consolidated Financial Statements:**

<b>Sr. No.</b>	<b>As at</b>	<b>NAV (Rs.)</b>
	March 31, 2017	87.44
	March 31, 2016	78.53
	March 31, 2015	73.07
	NAV after Offer	93.65
	<b>Offer Price</b>	<b>120.00</b>

7. The face value of our shares is. Rs. 10.00 per share and the Offer Price is of Rs 120 per share is 12 times of the face value.
8. Our Company in consultation with the Book Running Lead Manager believes that the Offer Price of Rs. 120per share for the Public Offer is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the Offer Document to have more informed view about the investment.

Investors should read the above mentioned information along with Sections titled "*Our Business*", "*Risk Factors*" and "*Financial Information*" beginning on pages 124, 17 and 198 respectively including important profitability and return ratios, as set out in "*Annexure 36*" to the Financial Information of our Company beginning on page 260 of this Prospectus to have a more informed view.

## STATEMENT OF POSSIBLE TAX BENEFITS

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

To,

The Board of Directors  
Jash Engineering Limited  
Plot No. 31, Sector C, Sanwer Road  
Industrial Area, Indore – 452015

Dear Sirs,

**Sub: Proposed Initial Public Offering of Equity Shares on the SME platform of National Stock Exchange of India Limited (the “Proposed Offer”) of the Jash Engineering Limited (the “Company”), pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI Regulations”) and the Companies Act, 2013, as amended**

1. This report is issued in accordance with the terms of our engagement letter dated 11 August 2017.
2. The accompanying Statement of Possible Special Tax Benefits available to the Company and its Shareholders (hereinafter referred to as “the Statement”) under the Income Tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2017 (hereinafter referred to as the “Income Tax Regulations”) has been prepared by the management of the Company in connection with the Proposed Offer, which we have initialed for identification purposes.

#### Management's responsibility

3. The preparation of this Statement as of the date of our report which is to be included in the Prospectus (the “Offer Document”) is the responsibility of the management of the Company and has been approved by the Board of Directors of the Company at its meeting held on 31 August 2017 for the purpose set out in paragraph 9 below. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

#### Auditor's responsibility

4. Our work has been carried out in accordance with Standards on Auditing, as per the ‘Guidance Note on Audit Reports or Certificates for Special Purposes’ (Revised 2016) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Our work has not been carried out in accordance with the auditing standards generally accepted in the United States of America (“U.S.”), standards of the US Public Company Accounting Oversight Board and accordingly should not be relied upon by any one as if it had been carried out in accordance with those standards or any other standards besides the standards referred to in this report
5. Pursuant to the Regulations and the Companies Act 2013 (‘Act’), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available as of 31 August 2017 to the Company and the shareholders of the Company, in accordance with the Income Tax Regulations as at the date of our report.
6. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the Regulations in connection with the Offering.



### **Inherent Limitations**

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

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

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

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

### **Opinion**

8. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available as of 31 August 2017, to the Company and the shareholders of the Company, in accordance with the Income Tax Regulations as at the date of our report.

Considering the matter referred to in paragraph 5 above, we are unable to express any opinion or provide any assurance as to whether:

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

### **Restriction on Use**

9. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Offer Documents, prepared in connection with the Proposed Offer to be filed by the Company with the SEBI and the concerned stock exchanges.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No. 001076N/N500013

per **Neeraj Sharma**  
Partner  
Membership No.: 502103

**Place:** Gurugram  
**Date:** 31 August 2017

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

Outlined below are the special tax benefits available to the Company and its shareholders under the current direct tax laws in India.

### **A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE“ACT”)**

1. As per section 10AA of the Act, newly established units in a Special Economic Zone (SEZ) enjoy special tax benefits, which entitle such SEZ Units to deduction of 100% of the profits and gains derived from export of manufactured or produced articles or things or services for a period of 5 consecutive years beginning with the year in which such unit begins to manufacture or produce such articles or things or provide services, as the case may be, and 50% of such profits and gains for further 5 consecutive years.

Further, for the next 5 consecutive years, the Unit is entitled to deduction of such amount not exceeding 50% of the profit as is debited to Profit & Loss Account of the previous year in respect of which the deduction is to be allowed and credited to a special reserve viz. — Special Economic Zone Reinvestment Reserve Account and utilized for the purpose of business in the manner laid down in section 10AA (2) of the Act.

The Existing Unit III of the Company was set up in the year 2010 and therefore, for the Financial Year 2017-18 (Assessment Year 2018-19), the Company will be eligible to claim 50% deduction of its profits and gains for the year subject to fulfillment of prescribed conditions.

Further, we are informed that the Company proposes to set up a new Unit in a SEZ, which shall begin operations by September 2018. Provided the conditions prescribed under the Act are met by this new Unit, it would be eligible to tax benefits as listed above.

However, as per Section 115JB of the Act, the Company shall be required to pay Minimum Alternate Tax (“MAT”) at the rate of 18.5% (plus applicable surcharge, education cess and secondary & higher education cess) on book profits, irrespective of these tax benefits.

2. In accordance with section 32(1)(ia) of the Act, companies engaged in the business of manufacture or production of any article or thing are allowed additional depreciation at the rate of 20 percent on any new plant and machinery installed after 31st March 2006.

The Company claims additional depreciation on new plant and machinery acquired.

### **B. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE CUSTOMS ACT, 1962 OR THE CUSTOM TARIFF ACT, 1975 (THE“ACT”)**

All the goods imported into, or services provided in, a Special Economic Zone to carry on the authorized operations by the Developer or entrepreneurs are exempt from any duty of customs. All the goods exported from, or services provided, from a Special Economic Zone or from a Unit, to any place outside India are exempt from any duty of customs.

The Existing Unit III of the Company, set up in the SEZ, and the proposed SEZ Unit of the Company would be eligible for these tax benefits.

### **C. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE GOODS AND SERVICE TAX, 2017**

All the goods imported into, or services provided in, a Special Economic Zone to carry on the authorised operations by the Developer or entrepreneurs are not chargeable to GST if the exporter provides cover of bond/letter of undertaking. If the same is not provided, then IGST (Integrated Goods

and Service Tax) is chargeable but refund can be claimed against it by SEZ unit.

All the goods exported from, or services provided, from a Special Economic Zone unit, to any place outside India are exempt from any Goods and Service tax.

The Existing Unit III of the Company, set up in the SEZ, and the proposed SEZ Unit of the Company would be eligible for these tax benefits.

**D. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)**

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

**Notes:**

1. These special tax 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 tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.
2. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, 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 issue.
3. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:
  - i. the Company or its shareholders will continue to obtain these benefits in future;
  - ii. the conditions prescribed for availing the benefits have been/ would be met with; and
  - iii. the revenue authorities/courts will concur with the view expressed herein.

The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

## SECTION IV

### OUR INDUSTRY

*The information in this section has been extracted from the VIP Report issued by Dun & Bradstreet (D&B) and various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.*

### OVERVIEW OF INDIAN ECONOMY

India's diverse economy encompasses traditional village farming, modern agriculture, handicrafts, a wide range of modern industries, and a multitude of services. Slightly less than half of the work force is in agriculture, but services are the major source of economic growth, accounting for nearly two-thirds of India's output but employing less than one-third of its labour force. India has capitalized on its large educated English-speaking population to become a major exporter of information technology services, business outsourcing services, and software workers.

Thus, the country is attracting many global majors for strategic investments owing to the presence of vast range of industries, investment avenues and a supportive government. Huge population, mostly comprising the youth, is a strong driver for demand and an ample source of manpower.

With 1.34 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

### GDP AND OTHER INDICATORS

According to the Economic Survey 2016-17, India's economic growth has been pegged at 6.5% for the current fiscal, down from 7.6% recorded in the last financial year, but is expected to rebound in the range of 6.75-7.5% in 2017-18. As per the Second Advance Estimate of National Income, 2016-17 released by Ministry of Statistics & Programme Implementation on February 27th 2017, Annual GDP at constant (2011-12) prices is expected to grow at the rate of 7.1% for financial 2016-17. Annual growth of Gross Value Added (GVA) at constant (2011-12) prices is estimated to be 6.7% in FY2016-17 compared to 7.8% in FY15-16.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs.105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6%. Better than expected post demonetisation Indian GDP (at 2011-12 prices) revived to 7.0% in Q3FY17 as compared to 7.3% in the previous quarter and 7.1% in Q3FY16. Gross Value Added GVA at basic prices at constant (2011-12) prices in Q3 FY17 has grown by 6.6% compared to 7.0% in Q3FY16 and by 6.7% compared to Q2FY17.

*Source: Ministry of Statistics and Programme Implementation (MOSPI)*

## FOREIGN DIRECT INVESTMENTS

According to Department of Industrial Policy and Promotion (DIPP), the total FDI investments India received in FY 2015-16 (April 2015-March 2016) was US\$ 40 billion, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results. Data for FY 2015-16 indicates computer hardware and software segment attracted the highest FDI equity inflow of US\$ 6.9 billion, followed by the computer hardware and software sector (US\$ 5.9 billion).

During FY2015-16, India received the maximum FDI equity inflows from Singapore at US\$ 13.69 billion, followed by Mauritius (US\$ 8.35 billion), USA (US\$ 4.19 billion), Netherlands (US\$ 2.64 billion) and Japan (US\$ 2.61 billion). Healthy inflow of foreign investments into the country helped India's balance of payments (BoP) situation and stabilized the value of rupee.

According to Department of Industrial Policy and Promotion (DIPP), Foreign direct investment (FDI) into the country for the period of 2016-17, stood at US\$ 60.1 billion compared to the period of 2015-16, stood at US\$ 52.01 billion, registering a growth of 15.3%.

*Source: Ministry of Statistics and Programme Implementation (MOSPI)*

## OVERVIEW OF INDIAN WATER AND WASTEWATER ENGINEERING INDUSTRY

Rapid urbanization and industrialization along with erratic monsoons have created water shortage in many parts of India. Efficient management of water resources, reduction in wastage as well as treatment of waste water for reuse have emerged as key factors to counter this water shortage scenario.

Approximately 60% of industrial effluents and 75% of municipal sewage generated in India is untreated causing serious pollution to external environment. Having only 4% of World's fresh water resources, there is an urgent need to improve the waste water treatment infrastructure in the country.

Municipal waste treatment is the largest segment in the sector followed by industrial effluent treatment and household water treatment. Municipal water treatment forms ~60% of total waste water treatment sector. Commonly used waste water treatment techniques include chemical dosing, sand filters, carbon filters, usage of softeners, micron filters, reverse osmosis, ultraviolet sterilizers, and ozonator.

<b>Waste Water Treatment Sector</b>	Filtration Membranes
	UV Sterilizers
	FRP Vessels
	Ozone Generators
	Electro De ionization Units
	Chemical Consumables
	Disinfection Equipments

## GOVERNMENT INITIATIVES

Urban Infrastructure and Governance (UIG) and Urban Infrastructure Scheme for Small and Medium Towns (UIDSSMT) are two of the major waste water treatment programs initiated by the government. Both programs are designed as sub programs under the larger Jawaharlal Nehru National Urban Renewal Mission (JNNURM) mission. Under JNNURM 122 sewerage projects costing nearly 15800 crores have been approved, of which 35 have been completed.

UID deals with sewage & sanitation, water supply and solid waste management projects as well as conservation of water bodies. UIDSSMT on the other hand is the largest government initiatives for the planned development of cities and towns.

Common Effluent Treatment Plant (CETP) scheme is a technical and financial support scheme initiated by the Ministry of Environment and Forest (MoEF) to address the industrial effluent program in the SME sector. Under

this program assistance is provided to set up effluent treatment plants in SSI clusters.

Under the Water (Prevention and Control of Pollution) Act, 1974, every industry has to provide adequate treatment of its effluents before disposal, irrespective of whether it is in stream, land, sewerage system or sea. The small scale industrial units (SSI), which are presently defined as units whose plant and machinery are valued at less than Rs. 5 crore occupy an important place in the Indian economy. The SSIs are a major contributor to the total industrial pollution load of the country. However, only a small fraction of the effluent discharge from these units is estimated to be treated as on date.

India signed the Paris Agreement in April 2016. The government has signaled its focus on sustainable reuse of natural resources. Promoting water reuse is an important step in order to achieve broader environmental goals.

## DEMAND SUPPLY

### *Historical Growth*

During 2015 (as per latest data release), the estimated sewage generation in the country was 61754 MLD as against the developed sewage treatment capacity of 22963 MLD. Because of the hiatus in sewage treatment capacity, about 38791 MLD of untreated sewage (62% of the total sewage) is discharged directly into nearby water bodies. Waste water treatment sector in the country is estimated to have grown by a CAGR of ~12% during the period FY 2012-16 to reach ~INR 450 Bn. Revenue growth in sector has slowed down considerably over the past few years due to uncertain economic scenario (leading to lower corporate spending) as well as lower spending by municipal and other government bodies (due to government effort in cutting expenditure to rein in fiscal deficit).

## DEMAND DRIVERS

### **Rapid Urbanization and Industrialization**

Rise in the population will increase the demand for infrastructure which further will result in increase in need for a sewage facility. India's development is driving strong industrial growth creating an increased demand for water. With rapid industrialization, there has been increasing use of water in the industries and the need for effluent treatment plant.

**Urbanization:** Increasing population and growth in industrial / service activities have fastened the pace of urbanization. As a result, the number of cities with population of 1 million or more is expected to reach ~90 by 2030, up from the current number of 53. Consequently, the amount of municipal waste generated is expected to go up leading to a higher demand for waste water treatment services.

**Industrialization:** Private and public sector investments in the manufacturing sector are expected to go up in response to the National Manufacturing Policy launched by the government. Further the increasing domestic consumption too would help in the growth. Growth in industrial sector would automatically lead to increase in industrial effluent discharge, leading to higher demand for industrial waste water treatment services.

**Urgent need for sewage treatment:** In India, the estimated sewage generation from Class I cities and Class II towns (representing 72% of urban population) is 38,524 million litres/day (MLD), of which there exists treatment capacity of only 11,787 MLD (about 30%). The major metropolitan areas (with population over 1 million) have a collective sewage treatment capacity of just over 50%, but high variability exists among them. Only five metro cities have treatment capacity close to 100% of their sewage generation, these are Hyderabad, Vadodara, Chennai, Ludhiana and Ahmedabad. Delhi has the largest sewage treatment capacity in absolute terms, but it is only about 60% its needs, while Mumbai has the second largest treatment capacity in absolute terms but meets only 80% of its needs. Almost all other major metropolitan cities have treatment capacities below 50% of their sewage generation. The Class I cities and metros (with population over 100,000) which account for 93% of the urban sewage generated in the country, have a combined treatment capacity of about 32% of generation, while the Class II towns (population between 50,000 and 100,000) have a combined treatment capacity of only 8% of their generation.

### **Government initiatives on water treatment**

With growing pollution concerns, Government is setting up campaigns such as Swachh Bharat Abhiyan. It has also come up with initiatives for cleaning the environment like Namami Gange Programme-National Mission for Clean Ganga. The government is promoting the sector by providing a number of economic incentives to the industry players to promote more and more investment. It is also providing other benefits like 10 years 100% tax holiday scheme of profits and gains for the companies which are into water treatment systems, and sanitation and sewage projects and 25% State Subsidy for disposing directly into deep sea.

### **Reducing availability of water, forcing users to go for reuse & recycling of water**

Water is now a strategic resource. With the world's population expected to rise from 3 billion to 9 billion by 2050 and continuous industrial growth across the globe, water has become a critical global resource. Demand for water for domestic and industrial use is continuously rising. Wastewater management in India has become an extremely important area of focus. Despite the wastewater sector witnessing major growth in the last decade due to increasing government support and private participation, the scale of the problem remains enormous.

### **Use recycled water in Industry**

Due to rising scarcity of water across the country, the industries are required to opt for the recycled water from various water sewage treatments. This would increase the demand for infrastructure development for water treatment plants, eventually increasing demand for valves manufacturing.

### **Growth in end user industries and Government spending on infrastructural development**

The overall growth and development in the infrastructure sector such as ports, airports, construction and investment in power and oil & gas (exploration/ refinery) will increase the demand for capital goods. These industries are called the core industries because their growth is critical for a country to achieve a higher economic growth rate. The Government has christened its agenda for FY 2018 through Union Budget 2017-18 as 'Transform, Energise and Clean India' (TEC India), of which Infrastructure is one of the major themes. Infrastructure – a key pillar under the Make in India programme has been strengthened with a large budgetary allocation. By providing a record allocation of around INR 4 trillion to the infrastructure sector, the Government seeks to provide additional thrust to economic development. Further, India is witnessing significant interest from international investors in the infrastructure space. Many Spanish, Korean, German, Japanese companies are keen on collaborating with India on infrastructure, high speed trains, renewable energy and developing smart cities. These initiatives would further boost sale of capital goods. High demand for potable water, Governments initiatives for water reuse and the increasing foreign investments by global players like Va Tech Wabag Ltd., Ecolab Inc., and Suez Environment S.A. are the major growth supporting factors for the industry in India.

Moreover, the government has taken several initiatives to boost power sector. In July 2013, The Ministry of Heavy Industries & Public Enterprises, in consultation with the industry, power utilities, planners, regulatory authorities and concerned Central and State Authorities, has framed the Indian Electrical Equipment Industry Mission Plan 2012 - 2022, in order to support and enhance the domestic electrical equipment manufacturing industry and in turn boost the power sector. Further, the Government allocated INR 138.81 billion to the Ministry of Power, INR 48.14 billion for Deen Dayal Upadhyaya Gram Jyoti Yojana and INR 58.21 billion for Integrated Power Development Scheme through Union Budget 2017 -18. Overall, the Budget proposals appear to be positive for renewable energy and distribution and transmission equipment manufacturers.

Growth in these end user industries supported by government's increased spending would provide opportunities to the Company to increase its revenues.



### **Favorable government initiatives and regulatory changes to promote wastewater management industry**

India is the biggest consumer of groundwater and the level of groundwater is going down faster than anywhere else in the world. With increasing water scarcity, it is essential for the country to reuse water. Improvements in economic conditions, especially in emerging economies like India, and increasing environmental concerns due to water pollution from the industrial and agricultural sectors are expected to drive growth in wastewater and sewage treatment markets.

The waste water management sector, estimated to grow at a CAGR of 8-10% during 2015-2020, is seeing a rise in demand for innovative technologies. India's water & waste water industry will see enormous growth prospects in the coming years. The National Water Mission of India targets to reduce water consumption by 20% in all sectors by 2030. To meet this, it is critical to conserve, recycle and reuse water. The Union Budget 2017-2018 released on 1st February, 2017 has increased allocation for the Union Water Resources Ministry by 11% to about \$1.05 billion from \$0.95 billion in the previous year. Further, the government is also steadily making the regulatory norms in India stringent for promoting reuse of wastewater and even mandating industries with water reuse targets.

Considering that currently less than 30% of industrial waste water is treated before release into the environment, the Supreme Court in India came out with a green order in February 2017. Under this order, all industrial units across the country have to set up effluent treatment plants in working condition within three months. If the polluting industrial units do not fulfil the conditions, they will face immediate closure. Companies with innovative technologies for water management will benefit as it is expected to boost their earnings. Growing industrial sectors together with favorable Government policies like Zero Liquid Discharge (ZLD) are making an increasing number of industries to treat waste water for reuse. India has mandated ZLD systems across industries like thermal power plants, iron & steel, textiles distilleries and pulp & paper. The Indian ZLD market is expected to reach \$4 billion by 2020.

The present government is promoting the sector by providing a number of economic incentives to the industry players to promote more and more investment. It is providing benefits like 10 years 100% tax holiday scheme of profits and gains for the companies which are into water treatment systems, and sanitation and sewage projects and 25% State Subsidy for disposing directly into deep sea. These incentives provided by the government help the industry to grow at a faster pace and also allow the new entrants to enter the capital goods industry easily, which further helps the waste water treatment Company to grow its revenue with more Companies requiring the water treatment system thereby increasing revenue. Even further to promote the sector government is providing easy loans through: IREDA, a public sector company of the Ministry Nationalized banks and other financial institutions for identified technologies / systems.

### **Increase in demand across various foreign markets**

In the recent years a considerable hike in demand has been observed in terms of wastewater market across various regions like Asia pacific, North America, and Latin America and many more. The Asia-Pacific region which constitutes about 60% of the world's population discharge about 80% of its wastewater in water bodies leading to increase in the pollution levels. Countries like Indonesia, Philippines, India and Vietnam have a large untapped market for wastewater management. In this region even the ground water usage is very high thus putting stress on the ground water so reusing water remains crucial.

In Latin America, the water is not evenly distributed and thus has water shortage; even the water used for the industry operations constitutes only 10% of region's water thus waste water management could help to fulfill the water requirement. There has been increased awareness for wastewater management and an investment of US\$ 33 bn is expected by 2030.

In Saudi Arabia one of the largest privately financed water spending programme with nearly US\$ 53 bn of spending is on the agenda over the next five years. The programme would include desalination plants, sewage treatment plants, sewage network, meter installation and leakage reduction, strategic storage, water distribution, water transmission and groundwater sources, thus increasing the scope for the industry to increase its revenue potential. Thus, there is wide scope of waste water management industry across various regions which could be tapped by the Company thereby contributing to its growth.

## Import Export

Availability of low cost but qualified labor and presence of a thriving SME sector in manufacturing segment has played a significant role in developing the engineering product market in the country. Lower cost of production has helped the country emerge as a competitive manufacturing hub for a host of products, one of which was equipment used in waste water treatment plants. Value of import of centrifuges used in water treatment plants increased by a CAGR of 10.92% during FY 2013-17 while export of centrifuges increased by a higher CAGR of 10.60%. By FY 2017, value of centrifuges used in water treatment plants exported reached INR 6.72 Bn as against INR 4.49 Bn in FY 2013.

However, the country became a net importer of chemical consumables used in water treatment plants, from a net exporter position as late as FY 2013. In FY 2017, approximately INR 1009 Mn worth of water treatment chemicals was imported to India, which was 13.62% higher than previous year. In the same period (FY 2016-17) value of export of water treatment chemicals exported from India declined by 17.09% to reach INR 194 Mn.

## COMPETITIVE ANALYSIS

Full service waste water treatment segment in the country is consolidated due to the high upfront capital investment as well as complex technology required to enter the segment. This high entry barrier has prevented the entry of smaller players to the sector which is dominated by a select few domestic companies as well as international companies. However, the treatment chemical manufacturing sector is fragmented due to the lower level of capital investment as well as basic level of manufacturing technology involved.

### Major Companies in the Sector:

	Water Collection & Treatment	Distribution & Supply	Sewage & Sanitation Services
<b>Major companies in the sector</b>	Hindustan Dorr Oliver	Subash Projects	Hindustan Dorr Oliver
	Waste Water Engg Ltd	JUSCO	Waste Water Engg Ltd
	Subash Projects	WIPRO	Subash Projects
	Degremont Ltd		Degremont Ltd
	Ramky Infrastructure		Ramky Infrastructure
	JUSCO		JUSCO
<b>Products Design and Manufacturing</b>	Hindustan Dorr Oliver	GAMMON	Hindustan Dorr Oliver
	Waste Water Engg Ltd	Aquatech	Waste Water Engg Ltd
	Thermax Ltd.	SIEMENS	Thermax Ltd.
	Degremont Ltd	VA Tech GmbH	Degremont Ltd
	Ramky Infrastructure	Morf	Ramky Infrastructure
	Ion Exchange	Dirplex	

Source: Industry Sources, D&B Research

Based on the nature of operations companies in the sector is broadly divided into: Service providers and technology providers. Service providers comprise of companies providing end-to-end services including design, construction, operation, and maintenance of water treatment plants. Technology providers comprise of companies involved in designing and manufacturing of components / equipments / machineries used in waste water treatment plants.

### Some of the leading industrial equipment manufacturers in India are:

#### Waste Water Treatment Sector: Technologies Providers

<b>Siemens Water (Water Technology Division of Siemens India)</b>	Indian subsidiary of Germany based Siemens A G. Siemens providing solutions to automotive, cement, marine, and mining, paper, and water treatment sector. They provide electrical equipment solutions for drinking water, wastewater and process water for
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Waste Water Treatment Sector: Technologies Providers	
	industries. <b>Water Treatment Technologies:</b> Biological treatment, Anaerobic treatment, Biological treatment, Chemical feed, Residual management, Waste water clarification.
<b>GE Water (part of GE India)</b>	GE India is the Indian subsidiary of US based conglomerate GE. <b>Water Treatment Technologies:</b> Electro dialysis Reversal, Odor control chemicals, <b>ZeeWeed</b> Hollow-Fiber Membranes, Waste water TOC analyzers, Reverse Osmosis solutions,
<b>ChembondSolenis Water Technologies Limited</b>	Provides specialty chemicals for treating industrial effluents. <b>Product portfolio:</b> Chlorine Dioxide, Defoamers, Reverse Osmosis chemicals.
<b>Water Treatment Equipments Pvt. Ltd.</b>	Water Treatment Equipments is a prominent company involved in manufacturing and supplying a wide range of precisely engineered water and waste water treatment equipments& systems. <b>Product portfolio:</b> pressure filters, clarifiers, water treatment components, effluent treatment plant, sewage treatment plant, Water Softeners, chemical dosing system, demineralization plant and reverse osmosis plant.
<b>Aqua Filsep Inc.</b>	<b>Aqua Filsep Inc.</b> is active in the business of water treatment for more than 20 years. Their products range from reverse osmosis system, water filtration systems, water treatment chemicals (including biocide, boiler water treatment and cooling water treat), Ion exchange resin, ultraviolet water purification systems and fuel additives.
<b>Jash Engineering Limited</b>	It is a member of the Jash group. They are amongst the leading players in the manufacturing of Water Control Gates, Screening Equipment, Water Hammer Control Solutions and Bulk Solid Handling Valves.
<b>Hindustan water engineering company</b>	HWE is a well-known company in Design, Manufacture, Supply, Installation & Commissioning of all type of Water Treatment and Waste Treatment Equipment. We manufacture air blowers, water meters, chlorinators, water treatment plant equipment, clariflocculator, sewage treatment plant equipment,pressure filters, sluice gates, swimming pool filtration plants and equipment.
<b>Flowtek Valves and Controls</b>	They manufacture Knife Edge Gate Valves for water as well amongst other industries.

Source: D&B VIP Report

The ambitious **Swachh Bharat Abhiyan (Clean Indian Initiative)** announced in October 2014 would play a major role in shaping regulatory climate in waste water management sector. Increasing awareness as well as government investment in the area of municipal solid as well as waste water management has gone up as a result of this initiative. In addition, government plans to develop 100 smart cities by 2022 which would include developing the waste water management sector.

### ***Demand Position***

The usage of the products covered under Liquid product group and solid product group can be divided into various business sectors as under:

1. Drinking water business.
2. Waste water / Sewage water business.
3. Thermal Power plant business.
4. Steel plants business.
5. Paper and pulp plant business.
6. Cement plant business.
7. Petrochemical plant business.
8. Miscellaneous process industry business (Chemical, Food, Fertilizers, Graphite, Carbon black, Detergents, etc.)

The expected annual demand for various products manufactured by the company for the coming five years in the above mentioned business sectors can be projected as follows:

### **SECTOR WISE DEMAND ESTIMATION**

#### **1. Drinking Water Business**

Water is required by humans for the purpose of drinking, personal hygiene, cleaning and other miscellaneous purpose. The consumption of water varies in Urban and rural sectors due to various factors. As per guidelines in water supply systems planning is done considering 135 liters of water requirement per person per day in urban areas and 80 liters per person per day in rural areas. Both these sectors need water to meet year on year growth as well as existing deficit.

#### **2. Waste water / Sewage water business**

Waste water generation is considered to be 80% of the water supply made to the population. The balance 20% of water supply is consumed towards drinking, wastage in various cleaning activity and for other miscellaneous purpose. The 80% water which is generated as waste water is to be collected and cleaned either for re-use or treated before adding into the downstream water source. To maintain sanitation, it is critical that urban waste water generated due to growth in urban population is collected and treated.

#### **3. Thermal Power plant business**

Thermal power plants need water for various purposes in the plant. For this a power plant has to create water intake facility, DM water system and cooling water system.

**Sluice gates** are required in power plant for isolation of flow in all of these three facility / systems. The tentative requirement of sluice gates for a thermal power plant of 500 MW size amounts to Rs.10 million or say Rs. 0.02 million per MW of power generating capacity. India has plans to invest in new generation capacity of up to 75,000MW in coming 5 years.

#### **4. Steel plants business**

Steel plants need water for various cooling purpose in the plant. Most of steel plant also invests in their own captive power plant for ensuring smooth production. For this a steel plant has to create water intake facility, DM water system and cooling water system and treatment system for used water. Sluice gates are required in power plant for isolation of flow in all of these facility / systems.

#### **5. Paper and pulp plant business**

Paper and pulp plants need water for various purposes in the plant. For this a paper plant has to create

water intake facility and also waste water treatment system for effluent water treatment. Sluice gates and Fine screens are required in paper plants for isolation of flow and screening of pulp and waste at facility.

The tentative requirement of sluice gates and screens for a paper plant varies between Rs 3 to 4 million per plant depending upon plant capacity.

## 6. Cement plant business

Cement plants use ash, limestone, clinker and coal in the process of producing cement. These plants also invest in their captive power plants which too use coke and generate ash. Bulk solids valves are hence required to handle coke, ash as well as raw materials at various stages and in various processes in a cement plant.

## 7. Petrochemical plant / Refinery business

Large petrochemical plants and refineries need water for various cooling and system washing purpose in the plant. Most of these plants also invest in their own captive power plant for ensuring smooth production. For this a petrochemical plant has to create water intake facility, DM water system and cooling water system and effluent treatment system for used water. Sluice gates are required in power plant for isolation of flow in all of these facility / systems. The total requirement of sluice gates for a petrochemical plant of 1 million tons capacity amounts to Rs.10 million.

## Inflow of foreign investments

- Cumulative FDI inflows increased to US\$ 28.22 billion in FY16 from US\$ 8.9 billion in FY10.
- The government's increasing focus on attracting foreign investors in manufacturing and infrastructure is likely to boost FDI in the sector.

## Key categories of engineering exports

- In FY16, Transport equipment (which includes Auto & auto component including Aircraft and ship boats) is the leading contributor to engineering exports.
- Exports of iron & steel products accounted for a market share of around 19.8 per cent, while industrial machinery including electrical machinery accounted for 24.8 per cent of the total engineering exports.

## Executive Summary of Industry:

- Increasing industrialization and economic development to drive capital goods & engineering market
- Expansion in the electrical equipment industry, with the growth seen in power industries
- Engineering research & design segment revenues to increase fourfold by 2020
- Capital goods & engineering turnover expected to reach USD125.4 billion by FY17 from USD46.18 billion in FY15



(Source: Booz & Company, Volvo India Ltd, Estimates, Ministry of Heavy Industries and Public Enterprise, TechSci Research Notes: DHI - Dept. of Heavy Industries, CPSE - Central Public Sector Enterprise P-Projected, E-Estimated, consolidated by IBEF)

## ADVANTAGES TO INDIAN ECONOMY

### Growing demand

- Capacity creation in sectors such as infrastructure, power, mining, oil & gas, refinery, steel, automotive & consumer durables driving demand in the engineering sector
- Rising demand for electrical & construction equipment

### Attractive Opportunity

- Nuclear capacity expansion to provide significant business opportunities to the electrical machinery industry
- Rapid increase in infrastructure investment & industrial production to fuel further growth
- Entry of international players

## ROBUST GROWTH IN INDIA'S ENGINEERING EXPORTS OVER THE YEARS

Engineering exports from India stood at USD 65.23 billion in FY17. During FY08–FY17, engineering exports from India registered growth at a CAGR of 7.61 per cent. Engineering exports include transport equipment, capital goods, other machinery/equipment & light engineering products such as castings, forgings & fasteners. In August 2016, engineering exports by India, to its top 25 destinations, registered a growth of 5.8 per cent over August 2015.

### India's engineering exports (USD billion)



(Source: Reserve Bank of India, Engineering Export Promotion Council, Engineering Export monitoring report, Ministry of Commerce & Industry Estimates, TechSci Research)

## KEY CATEGORIES OF ENGINEERING EXPORTS

Transport equipment (which includes Auto & auto component including Aircraft & ship boats) is the leading contributor to engineering exports. The segment accounted for 32.46 per cent of the total engineering exports from India in FY17.

Exports of iron & steel products accounted for a market share of around 22.4 per cent, in the overall exports, while industrial machinery including electrical machinery accounted for 23.8 per cent of the total engineering exports in FY17.

Other commodities include medical & scientific instruments, hand tools & cutting tools, bicycle parts, office equipment, prime mica & mica products, etc. & accounted for a share of 10.04 per cent of the total engineering exports from India in FY17.



Around 74 per cent of India's engineering exports were accounted for by top 25 export destinations in 2016.

Attractive markets for Indian engineering products are USA, China, Germany, U.K., Canada, France, Russia, Japan, Australia, South Korea, Saudi Arabia & Southern Africa.

(Source: Engineering Export Promotion Council, Department of Commerce TechSci Research, Consolidated by IBEF.)



### NATIONAL MISSION FOR CLEAN GANGA

The need for revamping the river conservation programme was widely recognised in view of the shortcomings in the approach followed in GAP. It was felt necessary that a new holistic approach based on river basin as the unit of planning and institutional redesign may be adopted.

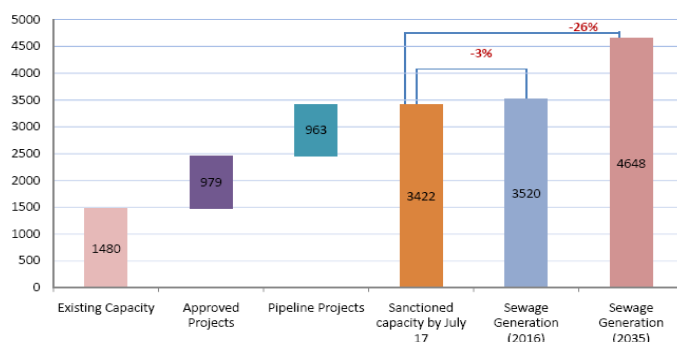
Accordingly, the Government of India has given Ganga the status of a National River and has constituted the National Ganga River Basin Authority (NGRBA) on 20th February 2009 under Section 3(3) of the Environment (Protection) Act, 1986. The NGRBA is a planning, financing, monitoring and coordinating body of the centre and the states. The objective of the NGRBA is to ensure effective abatement of pollution and conservation of the river Ganga by adopting a river basin approach for comprehensive planning and management. The Authority has both regulatory and developmental functions. The Authority will take measures for effective abatement of pollution and conservation of the river Ganga in keeping with sustainable development needs.

- Namami Gange programme is an integrated conservation mission approved by the Union Cabinet in May 2015 with a budget outlay of Rs. 20000 Crores for five years. Namami Gange programme made 100 percent centrally funded programme with provision for 15 years operation and maintenance.
- Union Cabinet in January 2016 approved Hybrid Annuity based Public Private partnership (PPP) model for construction of sewage infrastructure with an aim to ensure long term satisfactory performance of sewage infrastructure.
- Union Cabinet in January 2016 approved "The River Ganga (Rejuvenation, Protection and Management) Authorities Order, 2016" which empowers NMCG to discharge its functions in an independent and accountable manner and also empowers NMCG with certain regulatory powers as an authority under EP Act.
- Authority Order also provides for constitution of State Ganga Committees and District Ganga Committees as authorities under EP Act.
- Details/status of Municipal Sewage Management in Towns along Ganga Main Stream are as appended below:

Sr. No.	State	Total Sewerage Generation (MLD)		Total Existing STP Capacity (MLD)	Treatment Capacity Gap (MLD)		Projects under Implementation (MLD)			
		2016	2035		2016	2035	Ongoing	Under Tendering	Approved	Proposed
1	Uttarakhand	160	210	83	79	128	1	113	19	0
2	Uttar Pradesh	1203	1688	811	428	878	390	50	72	158
3	Bihar	556	869	0	556	869	173	0	60	319
4	Jharkhand	15	20	0	15	20	12	0	4	0
5	West Bengal	1586	1861	586	1031	1297	85	0	0	486
<b>Total</b>		<b>3520</b>	<b>4648</b>	<b>1480</b>	<b>2109</b>	<b>3192</b>	<b>661</b>	<b>163</b>	<b>155</b>	<b>963</b>
		<b>43 Town</b>					<b>20 Town</b>	<b>7 Town</b>	<b>8 Town</b>	<b>20 Town</b>



f) Progress of Sewage treatment works along Ganga stream is as under:



g) Status on Industrial pollution control & Regulation are as under:

Grossly polluting industries	1109
Industries inspected	1109
Industries inspected - special drive Mar – Apr 2017	751
Inspection reports received (358+239)	597
<b>Status</b>	
Closed	171
Complying	218
Non-complying	208
<b>Action taken for non-compliance</b>	
Closed by directions	99
Show Cause Notice issued	109

- h) In addition, 11.04 lac Individual Household Latrines (IHHLs) have been constructed in villages located on Ganga and 4076 villages have been declared open defecation free.
- i) There has been a continuous improvement in the quality of water in the tributaries of river Ganga before confluence. It has been observed that Dissolved Oxygen level and BoD level of water has increased and decreased respectively in rivers Dahela, Bahela, Kosi and Ramganga.
- j) A new initiative has been taken by the present government for rural sanitation in Ganga Gram villages and a total of Rs 578 Cr has been released to Ministry of Drinking Water and Sanitation towards Swachh Bharat (Rural).
- k) River Surface cleaning work starting at 11 important locations by use of trash skimmers.
- l) Real time effluent monitoring Station of Gross Polluting has started.
- m) In addition to Manual Water Quality Monitoring at 110 locations, Real Time Water Quality Monitoring of Ganga started at 44 locations.
- n) Under biodiversity programme, two rescue and rehabilitation centers for turtles have been set up at Narora and Sarnath and for the first time comprehensive baseline survey of aquatic animals including Gangatic dolphins in the entire stretch of River Ganga is in progress.
- o) MoUs have been signed with 10 Central Ministries with a view to ensure adequate flow in the River. Steps have been taken to fix e-flow and improve water use efficiency in various consuming sectors.

- p) Afforestation planned along Ganga: This includes plantation in Natural, Agricultural & Urban landscape, Conservation interventions i.e. wetlands, Soil & water management and Research, Awareness & Capacity building etc. The status of the work is as under:

**FY 2016-17** : Advance soil work - 3,486 ha; plantation -1,36,759 no.  
**FY 2017-18** : 8,046 ha. Planned; Medicinal plants - in 7 districts of Uttarakhand.

- q) Information, Education and Communication Activities for Public Awareness, Communication and Public Outreach towards Ganga Mission:

- Ganga Swachta Pakhwada-16-31<sup>st</sup> March 2017 observed at 17 major locations.
- Activities: Pad Yatras, ShramDaan, Cultural Programmes, Painting Competitions for children, Talk Shows/Dialogues, Photo Exhibitions etc.
- Ganga SwachtaSankalp Divas: Observed on 2<sup>nd</sup> May 2017
- Ganga VicharManch- A Volunteer group created by NMCG is actively involved in awareness activities.
- MoU with Rotary for awareness in Schools along Ganga.
- Newspaper, TV/Radio advertisements, publication of special featured articles and advertorials on Namami Gange Programme.

## GROUND WATER

- a) Indiscriminate GW development in some parts has led to decline of in GW levels, drying up of Shallow Wells, reduction in sustainability of wells, increased energy consumption, deterioration in GW quality, sea water ingress in coastal areas, decrease in base flow in many small river, increase of CO<sub>2</sub> emission footprints due to electric & diesel pump sets etc.
- b) CGWB has embarked in to an innovative programme of Aquifer mapping in 8.89 lakh sq. km during 2012-2017, out of total mappable area of ~ 23 lakh sq.km of the country. The broad objectives include establishing the lateral and vertical extent of aquifer, assessment of development potential in terms of quantification of aquifer wise resources and their quality, preparation of Aquifer maps and management plans for implementation under IWRM framework. Focus is towards priority water stressed areas in eight states viz. Haryana, Punjab, Rajasthan, Gujarat, Andhra Pradesh, Telangana, Karnataka, Tamil Nadu and Bundelkhand. The aquifer maps and management plans for an area of about 5.90 lakh sqkm has already been completed. The maps and management plans are reviewed in three tier arrangement before finally accepted. It is envisaged to cover 4.60 lakh sq km during 2017-18 (out of 13.74 lakh sq km area targeted for 2017-20). The aquifer maps & Management plans are shared with the state government.
- c) Regulation, Development and Management of Ground Water Resources: Model Bill -2005 circulated to states for regulation of Ground water, so far 15 States/UTs enacted legislation based on Model Bill. Roof top rain water harvesting made mandatory by 30 States/UTs through inclusion in Building bye laws /Rules/Regulations for urban areas. Revised Model Bill- 2017, state level workshop held for wider consultation and a presentation was made by Dr Mihir Shah to NITI Aayog in May, 2017. The Model bill 2017 is under consideration of NITI Aayog.

**Source: Ministry of Water Resources, River Development and Ganga Rejuvenation**

## OUR BUSINESS

Our Company was originally set up as a proprietary concern to enable focus on products related to water control gates. The proprietary concern was converted into 'Private Limited Company' on September 29, 1973 under the name of "Jash Engineering Industries Private Limited" and fresh Certificate of Incorporation dated January 29, 1976 was issued by the Registrar of Companies, Gwalior, Madhya Pradesh. Later, the name of our Company was changed to "Jash Engineering Private Limited" and fresh Certificate of Incorporation dated January 29, 1976 was issued by the Registrar of Companies, Gwalior, Madhya Pradesh. The Company was later converted into "Public Limited Company" pursuant to shareholder's approval on July 15, 1994 and fresh Certificate of Incorporation dated September 21, 1994 issued by Registrar of Companies, Gwalior, Madhya Pradesh.

The registered office of our company is situated at Plot No. 31, Sector-C, Industrial Area, Sanwer Road, Indore 452015, Madhya Pradesh, India.

## OUR BUSINESS

Our Company is engaged in manufacturing of water control gates, flap valves, knife gates valves, energy dissipating valves, water hammer control valves, fine and coarse screens, screening conveying equipment, screening washing and compaction equipment, industrial valves for bulk solids handling, hydro power screw generator, screw pump and process equipment like detritors, clarifiers, clariflocculators, thickeners, decanters aerators, trickling filters, dissolved air flotation (DAF) units, rotary drum slackers, rake classifiers, pressure sand filters, etc. for water, water waste and effluent treatment plants.

Our Company offers a single stop solution under one roof including Design, Casting, Fabrication, Assembly & Testing and provides the most varied range of these products in largest possible sizes. To ensure this, our company is continuously investing in its manufacturing capability as well as in development of new products & technologies either on its own or through collaboration with suitable technology partners and leaders in the trade.

The products of our Company find application in water intake systems, water and waste water pumping stations and treatment plants, storm water pumping stations, water transmission lines, power, steel, cement, paper & pulp, petrochemicals, chemical, fertilizers and other process plants. Our manufacturing facilities are equipped with pattern making, foundry, machining, fabrication, inspection and in-house testing. Our Company caters to the domestic as well as international markets. Presently, it primarily derives its revenue from the domestic market which contributed more than 70% of the total revenue in FY 2017.

Our Company's aims to be within the best companies in the world in its line of business and is accordingly continuously investing in state of art facility conducive to realize this aim. Our Company with its team of over 500 employees is committed to offer the most varied range and latest technology in each of its products. To achieve the above stated aim, our Company is continuously investing in development of new products & technologies, either on its own or through collaboration with suitable technology partner. This has enabled our Company to become an industry leader within India in most of the products manufactured by us and also ensured acceptance of our products worldwide.

## OUR PRODUCTS

### 1. *Water Control Gates*

- Slide Gates / Penstocks
- Open Channel Gates
- Weir Gates
- Flap Gates
- Stop Logs

**2.      *Screens***

- Trash Rack Screens
- J-Type Trash Rack Screens
- Suspended Trash Rake Screens
- Multi-Rake Screens
- MahrMaschinenbau “MM2MM” Multirake Screens
- “Screenmat” Step Screens
- “Rotoclean” Rotary Drum Screens
- MahrMaschinenbau “Per-Scalator” Filter Band Screens
- TravellingBand Screens
- “Rotobrush” Screens
- “Hyperbole” Static Screens
- Incl-rake Screens

**3.      *Screening Conveying Equipment***

- Flat Belt Conveyor
- Screw Conveyor

**4.      *Knife Gate Valves***

- Mono
- Mono-A
- Mono-T
- Mono-C
- ZFI-M
- ZFI-S
- ZFI-SRR

**5.      *Water Hammer Control Valves***

- Air Cushion Valves
- Zero Velocity Valves

**6.      *Energy Dissipating Valve***

**7.      *Hydro Power Equipment***

**8.      *Archimedean Screw Pumps***

**9.      *Bulk Solid Handling Valves***

- Version ZFB
- Version DFG
- Version KU
- Version KU+HP+PAM
- Version VEG

**10.     *Treatment Process Equipment***

- Detritors
- Clarifier
- Slow Speed Floating Aerators

## PRODUCTS AT A GLANCE



Penstocks / Sluice Gates



Open Channel Gates



Downward Opening  
Weir Gates



Flap Gates /  
Automatic Drainage Gates



Stop Logs



Mono Series Knife  
Gate Valve



"ZFI" Series  
Knife Gate Valve



Zero Velocity Valve



Air Cushion Valve



Energy  
Dissipating Valve



Trash Rack



Suspended Trash  
Rake Screen



"JMR" Multi-rake Screen



Mahr Maschinenbau  
mm2mm  
Multi-rake Screen



Screenmat Step Screen



Rotoclean Rotary  
Drum Screen



Mahr Maschinenbau  
Per-Scalator  
Filter Band Screen



Travelling Band Screen



Rotobrush Rotary Screen



Hyperbole  
Static Screen



Flat Belt  
Conveyor



Screw Conveyor  
With Wash Compactor



Jet Breaker  
Washer Compactor



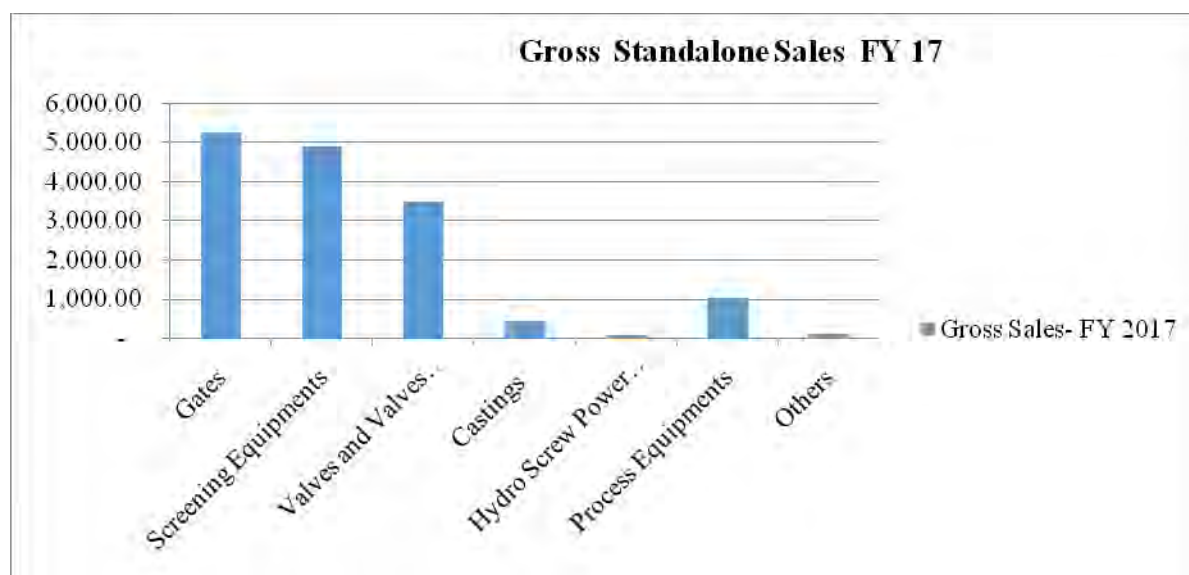
Archimedean Screw  
Turbine



Archimedean  
Screw Pumps

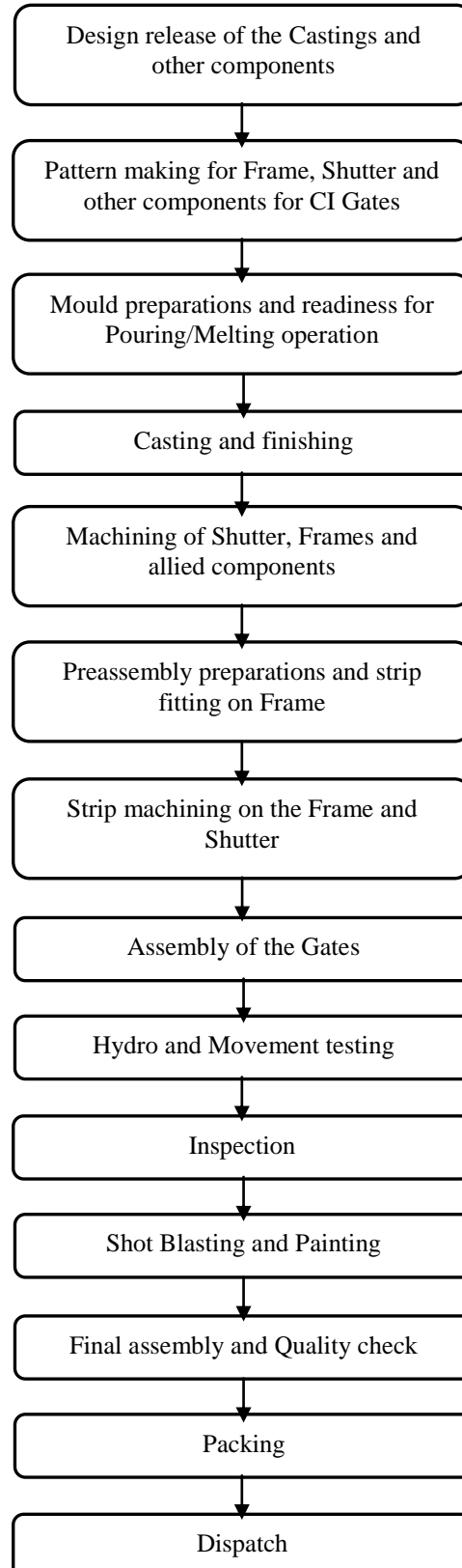
### CONTRIBUTION OF OUR PRODUCTS IN GROSS STANDALONE SALES FOR FY 17

Particulars	Amount Rs in Lakhs	% of Gross Sales
Gates	5,253.99	34.36%
Screening Equipments	4,902.96	32.07%
Valves and Valves Components	3,485.14	22.79%
Castings	444.30	2.91%
Hydro Screw Power Generators	80.39	0.53%
Process Equipments	1,032.07	6.75%
Others	90.84	0.59%
<b>Total</b>	<b>15,289.70</b>	<b>100%</b>

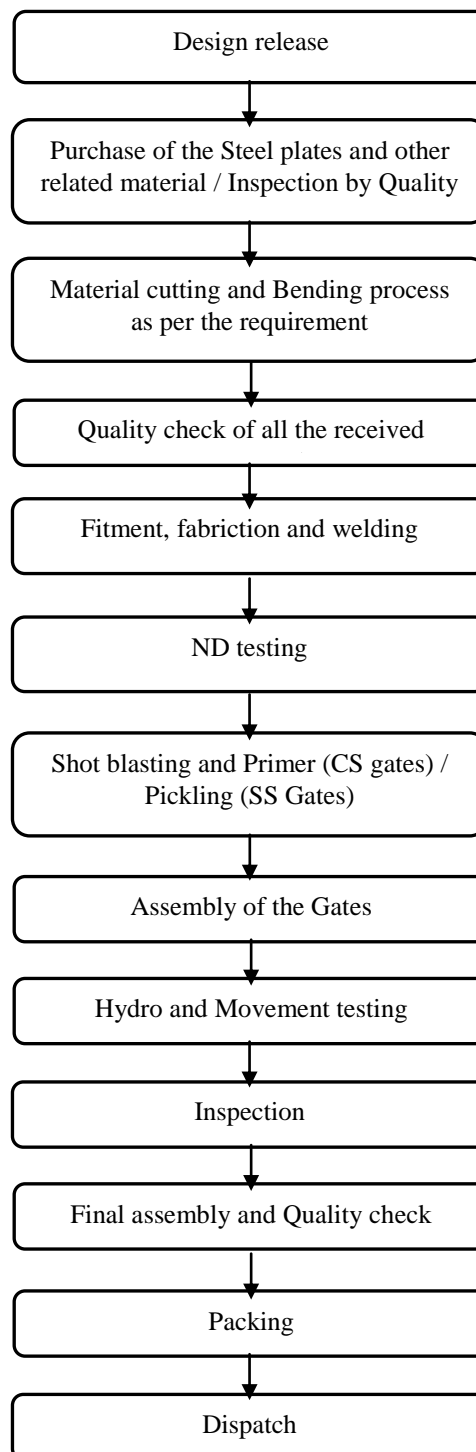


## MANUFACTURING PROCESS FLOW CHART OF OUR PRODUCTS

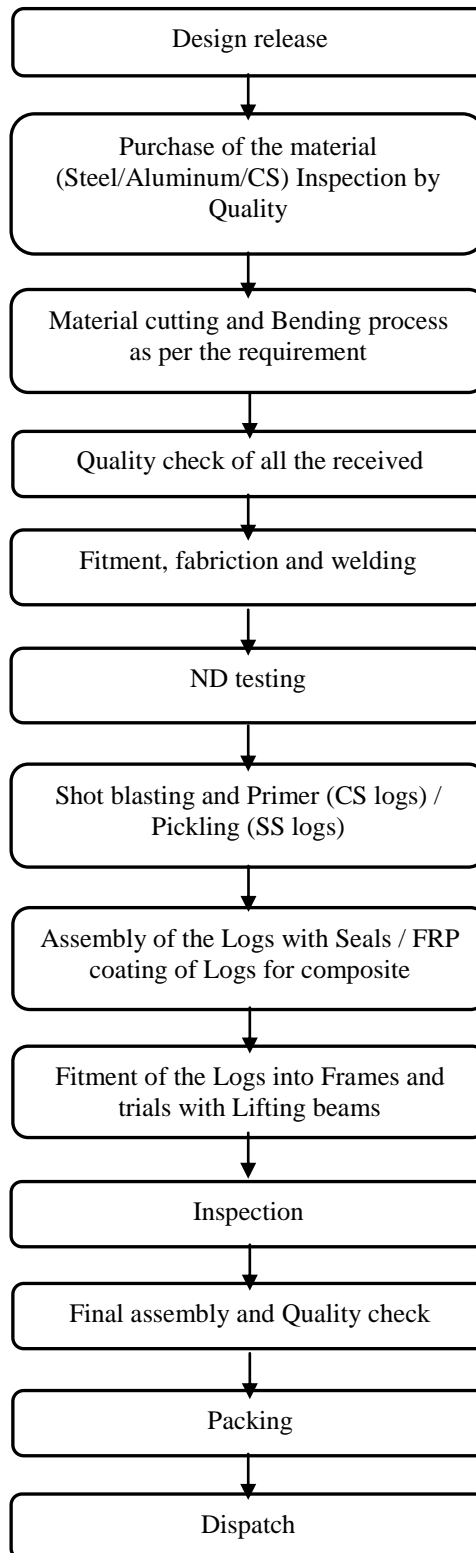
### Process Flow chart for the CI Gates



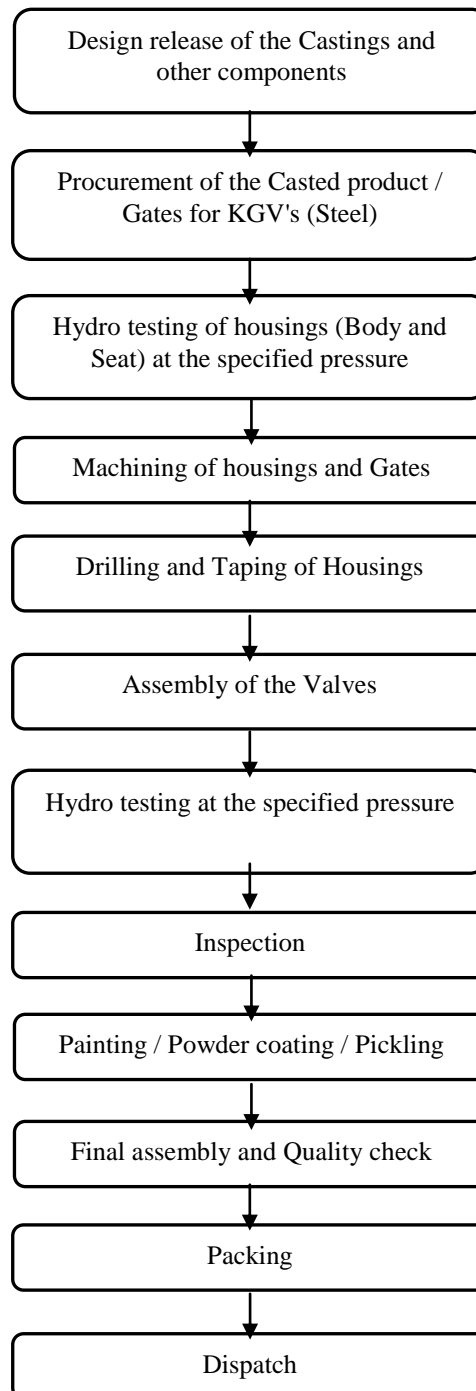


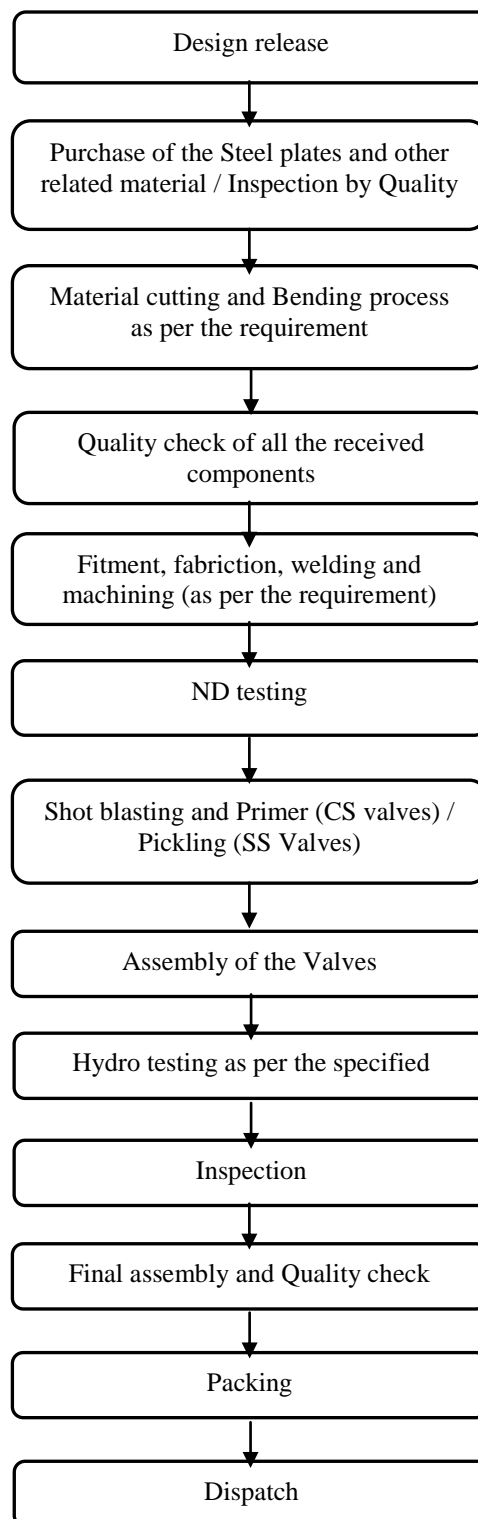
**Process Flow chart for the Fabricated Gates**

# **Process Flow chart for the Stop logs**

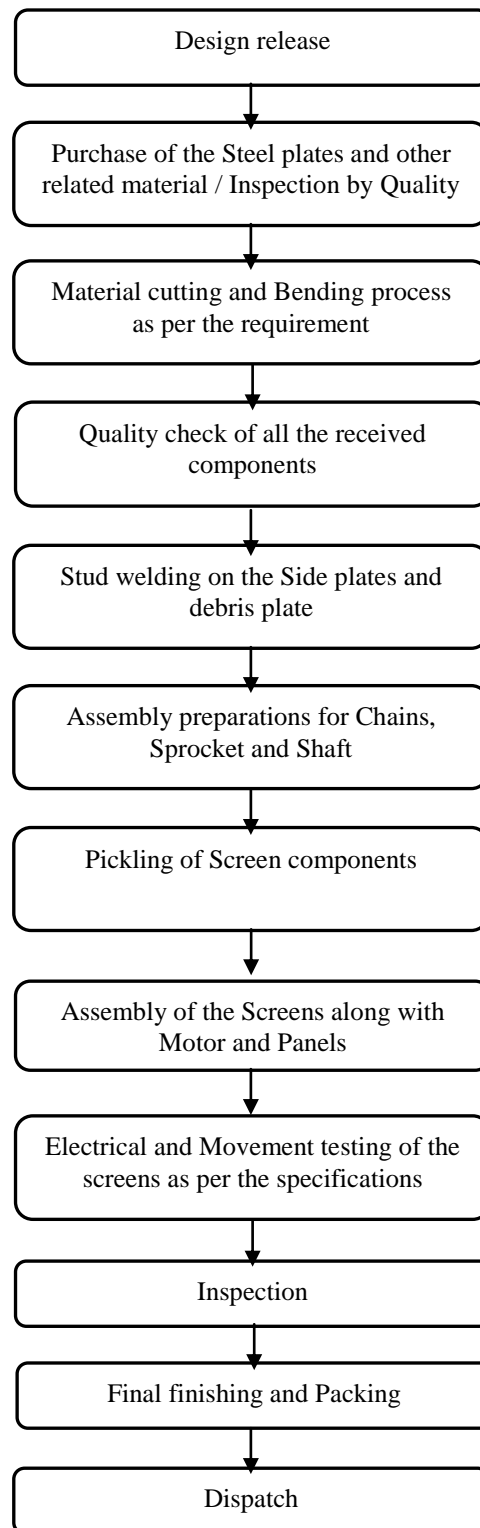


# **Process Flow chart for the Knife Gate valves (KGV) – Casted**

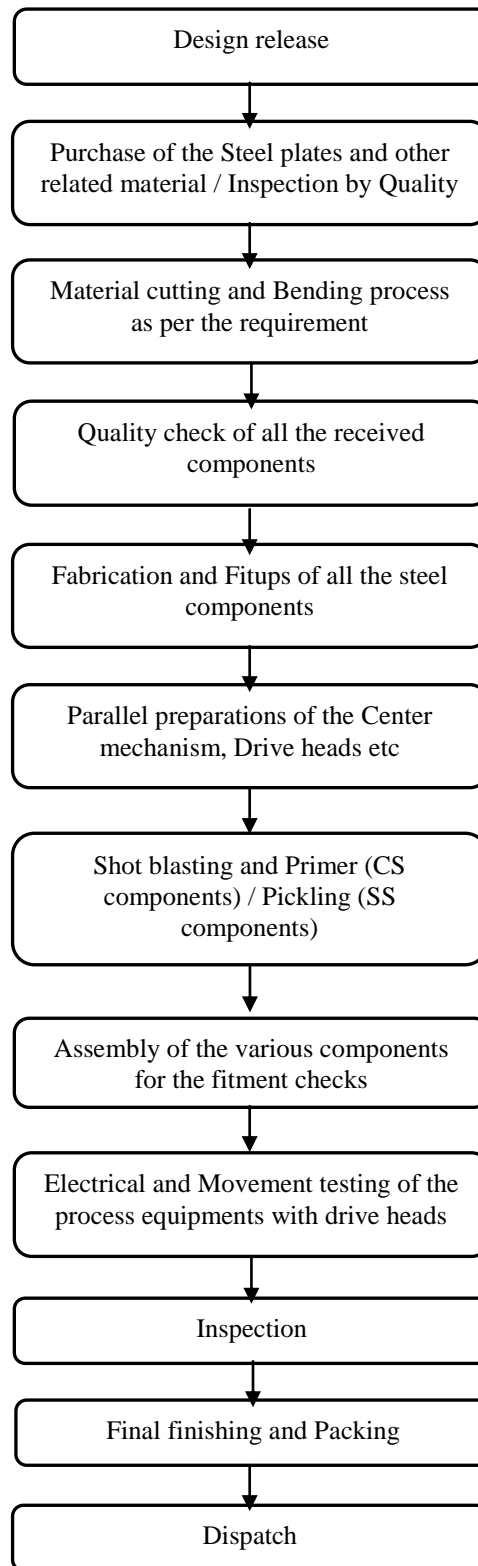


**Process Flow chart for the Fabricated Knife Gate Valves**

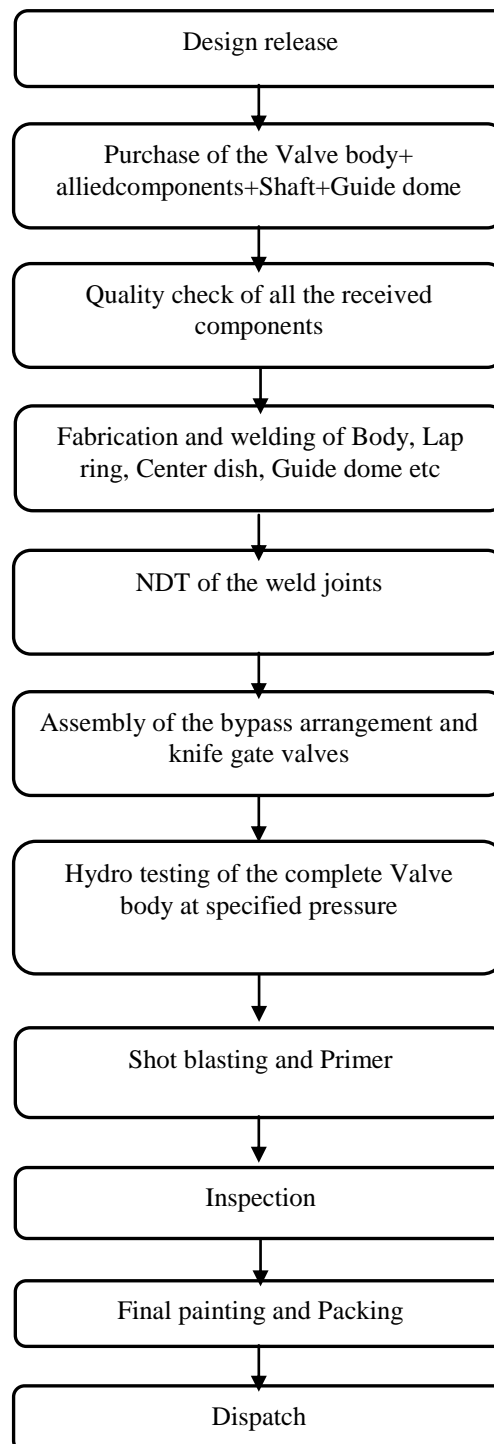
# **Process Flow chart for the Screens**



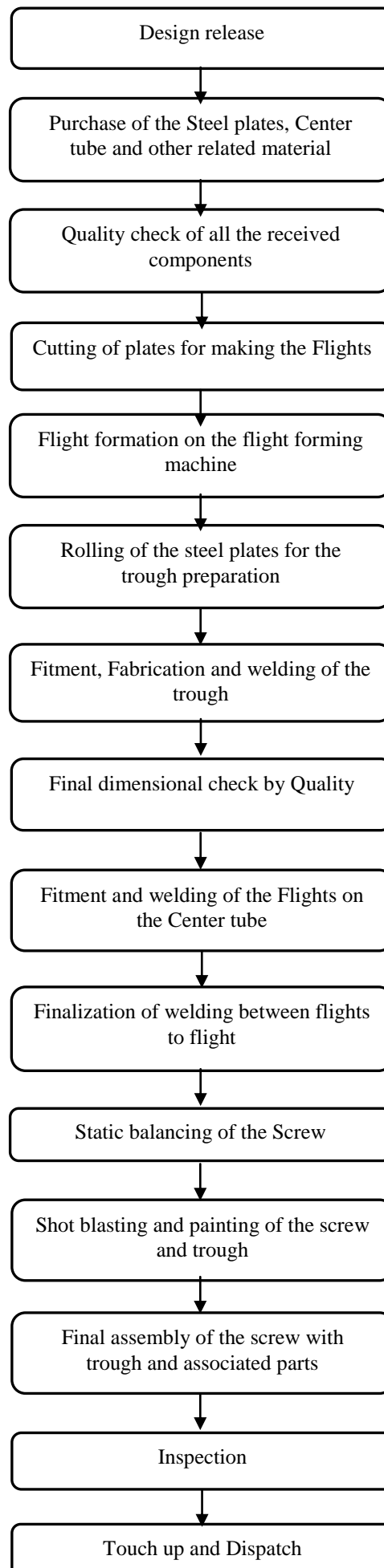
# **Process Flow chart for the Process equipments**



# **Process Flow chart for the Water hammer control / Zero Velocity Valves**





**ForHydro Power Screw**

## OUR MANUFACTURING FACILITIES

Our company has a modern plant with all the essential facilities in-house. Our Company presently has three manufacturing locations viz.:

	<b>Unit-I: Cast Iron Products Plant</b>	<b>Unit-II: Fabricated Products Plant</b>	<b>Unit-III: SEZ Export Plant</b>
Location	31, Sector-C, Industrial area, Sanwer Road, Indore 452015, India	Survey No.74, Bardari Road, Gram Bardari, Behind Aurbindo Hospital, Sanwer Road, Indore 453111, India	M-11, Misc. Zone , SEZ Phase-II, Sector-2, Pithampur 454775, Dist.-Dhar, India
Land Area (Approx)	300,000 Sq. feet	420,000 Sq. feet	130,000 Sq. feet
Build-up Area (Approx)	175,000 Sq. feet	160,000 Sq. feet	40,000 Sq. feet

From engineers to skilled and unskilled labourers, everyone is motivated to manufacture the highest quality products in our Company. Our Company has put a lot of systems in place for quality check and control. We have been accredited with “ISO-9001:2008” certification for quality management since over last 10 years.

Our Company largely caters to the environment related businesses and in view of this our Company has made conscious efforts to design our plants and facilities in a way that they are environmentally safe and proper. We have designed our plants to be suitable for “Zero Water Discharge” and also to be water sustainable by having 100% rain water harvesting by re-charging more water than our annual requirement.

Product demands of our subsidiaries are fulfilled solely by our Company. Our subsidiaries do not have any manufacturing facilities. Our Company is planning to set up a new manufacturing facility to cater demand of Jash USA Inc. and Rodney Hunt from proceeds of the Offer. This facility is planned to set-up close to our existing facility UNIT III in SEZ, Pithampur. Booking of land placement orders for machineries shall be done after completion of the Offer.



*Registered & Corporate Office: Sanwer Road, Unit I, Indore*



*Exterior view - Cast Iron Products Plant: Unit I, Sanwer Road, Indore*



*Foundry*



*Machine Shop*





*Testing Area*



*Valve Shop*

*Interior view - Cast Iron Products Plant: Unit I, Sanwer Road*



*Exterior View – Fabricated Products Plant II: Bardari, Indore*



*Assembly Bay*



*Fabrication Bay*





*Paint Shop*

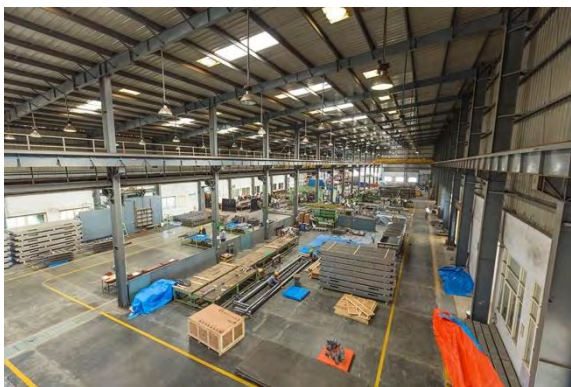


*Water Jet Cutting Machine*

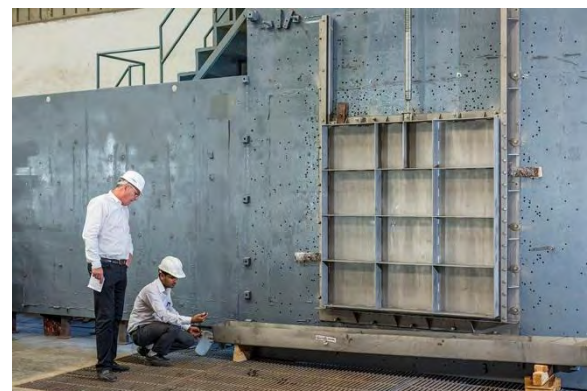
*Interior View - Fabricated Products Plant II: Bardari, Indore*



*Exterior View - SEZ Export Plant III: Pithampur, Indore*



*Assembly Area*



*Testing Area*

*Interior View - SEZ Export Plant III: Pithampur, Indore*

## SWOT ANALYSIS OF OUR BUSINESS

<b>Strengths:</b> <ul style="list-style-type: none"> <li>Experienced &amp; Qualified Management</li> <li>Comprehensive Product Portfolio</li> <li>Diversified Customers Base</li> <li>Healthy margins leading to healthy cash accruals</li> <li>Global Presence – Over 45 Countries</li> </ul>	<b>Weakness:</b> <ul style="list-style-type: none"> <li>Working Capital intensive nature of operation leading to moderate liquidity position</li> <li>Moderate returns on funds invested</li> </ul>
<b>Opportunities:</b> <ul style="list-style-type: none"> <li>Growth in end user industries</li> <li>Government spending on infrastructure development</li> <li>Technical Collaborations</li> <li>Expansion Strategies</li> <li>Favourable Government initiatives to promote waste water management industry</li> <li>Increase in demand across various foreign markets</li> </ul>	<b>Threats:</b> <ul style="list-style-type: none"> <li>Fairly competitive operations</li> <li>Volatility in prices of raw materials</li> <li>Cyclical nature of business</li> <li>Technological advancement may make current technologies redundant</li> </ul>

## STRENGTHS

### *Experienced and qualified management*

The business was established in 1948 by Mr. Jashbhai Patel and later was run by second generation Mr. Navinchandra Patel. After having formed a private limited Company in the year 1973, it is currently being managed by Mr. Pratik Patel, Managing Director of the Company who is a Bachelor of Engineering (Production) and has also done Masters in Business Administration (Finance). Further, he has an experience of more than two decades in the field of manufacturing water control gates, screening and process equipments for waste and wastewater industry. Laxminandan Amin, Chairman and Managing Director of the Company is a Bachelor of Engineering (Mechanical) and has an experience of more than 4 decades in the industry. This relevant experience has helped the Company to diversify the product portfolio along with technical collaboration with different partners for expanding the product base.

### *Comprehensive product portfolio*

Our Company is engaged in the manufacturing of equipment for waste/ wastewater management. Ever since its inception, it has diversified its product base having entered into various technical collaboration which are as follow:

- 1996 - Collaboration with Schuette Group, Germany.
- 2000 and 2002 - Collaboration with Hollung AS, Norway for manufacture of Fine Step Screens and Coarse bar screens.
- 2008 - Collaboration with Weco Armaturen, Germany
- 2011 - Collaboration with Rehart, Germany for manufacture Archimedes screw pumps and Hydro-power generators
- 2012 - Collaboration with Mahr Maschinenbau GmbH, Austria for manufacturing of “MM2MM” Multi Raking Bar Screens and in the year 2014 it acquired 100% stake in Mahr Maschinenbau.
- 2013 - Collaboration with Stealth International Inc., Canada for manufacturing Energy Dissipating Valves
- 2016 -The Company (through subsidiary Jash USA Inc.) acquired the assets and facilities including the brand "Rodney Hunt" from VAG USA, LLC allowing our Company to engage in the business of water control gates under the Rodney Hunt brand and accessing the markets worldwide.

With these collaborations and acquisitions the current product portfolio is diversified which presently consist of water control gates, flap valves, knife gate valves, energy dissipating valves, water hammer control valves, fine and coarse screens, screening conveying equipment, screening washing and compaction equipment, industrial valves for bulk solids handling, hydro power screw generator, screw pump and process equipment for water and waste water treatment like detritors, clarifiers, clariflocculators, thickeners, decaners, aerators, trickling filters, DAF units, rotary drum slakers, rake classifiers, pressure sand filters etc. The products of the Company find application in water intake systems, water and waste water pumping stations and treatment plants, storm water pumping stations, water transmission lines and across industries including power, steel, cement, paper & pulp, petrochemicals, chemical, fertilizers and other process plants. A broad product base coupled with multiple end user industries provides the Company a stable revenue stream and also mitigates the risk of the top-line and bottom-line of the Company being impacted on account of a slowdown in a particular industry.

#### ***Diversified customer base***

Our Company has a diversified customer base catering to customers spread over 45 countries. No customer contributes more than 10% to the total revenue of the Company thereby reducing customer concentration. A diversified customer base protects topline and bottom line against decline in demand from a particular customer.

#### ***Healthy Margins leading to healthy cash accruals***

Our Company is engaged in manufacturing various engineering products for water and wastewater treatment industry and bulks solids handling equipment (cement, fertilizers, etc). Our Company's margins remain healthy despite a decline in FY 2017. The decline in margins was mainly due to fluctuation in raw material cost and fluctuation in margins is due to change in product mix.

### **COMPETITION**

Even though we are one of the leading players within the country we still face competition for our products from other manufacturers in domestic market. Our competitors vary for our products in different regions. We face competition from Indian Valve Company, Oriental Casting Private Limited and Aqseptance Group (erstwhile Bilfinger Water Technologies) in India. Further, we face competition from Vass and Orbinox in India for Industrial Valves, and we face competition from Bilfinger in India and Huber and Head works in the Indian as well as in the global market for screens.

International players like Fontaine, Waterman, Whipps and Hydrogate in the United States of America, Simon Hartley in the United Kingdom and CMO, Orbinox and Buesch in Europe for Sluice Gates. Sismat, Turkey, Waterman, Egypt and USA, Ham Baker, United Kingdom and Trisuria Engineering SdnBhd, Malaysia in valves.

### **OUR STRATEGIES**

The primary elements of our growth strategies are set forth below.

- ***Continue to develop and broaden all Brands of our Company***

Our business is dependent upon pre-approval of brands in projects before projects are put out to tender. Our Company is a known brand in India in water control and waste management industry. "Jash" alongwith "Sureseal" and "Shivpad" are pre-qualified and approved brands in most of the projects in India. These brands are now getting recognized in South East and Middle East markets due to its presence in these markets for over 17 years.

However, brand approval in USA and Europe markets are not easy and for any new entrant and it take atleast 15-20 years to get his brand recognised widely in these big markets. In such a scenario, our management realized that the best way is to acquire an already established existing brand which is having leadership position in these markets. Acquisition of "Rodney Hunt", USA – a 176 years old company in USA and approved in smallest of town and county of North America as well as in many other countries in the world.



Acquisition of “Mahr Maschinenbau”, Vienna - a 90 year old company in Austria and the first company in world to introduce mechanized screening technology and having approval and brand awareness worldwide, our Company has ensured that we can now move into these markets on the strength of these two brands.

- ***Expand our product portfolio to cater to consumer preferences***

We aim to expand our existing suite of products, knowhow and manufacturing capabilities to produce niche and higher-margin custom built as well as low volume / batch produced standard products. In particular, we intend to commence manufacturing of technically advanced products that do not have a significant presence in India and are currently imported by Indian manufacturers from overseas suppliers. We believe that, given our manufacturing capacity and expertise, we would be able to manufacture, produce and sell such products at a competitive prices compared to the international suppliers and over a period of time after getting requisite experience and exposure take these products to the export markets.

Starting with a single product range of water control gates, we have introduced new product lines over the years (screens, knife gate valves, water hammer control valves, pumps and hydro power generation and process equipment) and have targeted new consumer segments (bulk solids handling , renewable energy etc). Once a consolidation is achieved in the recently developed or acquired product lines, we will continue with the policy of entering into new product lines and target new consumer segments.

We also intend to commence marketing our products through third party online commerce marketplaces in India and abroad. We believe that such initiatives will help our business and products portfolio and will enable us to access new markets.

- ***Expand our distribution network and exports***

Our existing pan-India marketing network has been critical to our domestic growth. We aim to further develop our domestic sales networks in two ways: firstly nurturing existing relationships with clients and secondly by creating new distribution channels in under and non-penetrated geographies outside the metros/ capital cities/ major cities.

Currently about 70% of total business comes from domestic market and balance comes from exports. However, the company is now focusing on increasing growth in the export markets so that exports contribute between 50-60% to our overall turnover. Exports brings in better realization of margins, prompt delivery due to faster and planned pace of projects, better payment terms and access to larger markets. This also reduces the risk of dependence on Indian market and ensures that any slowdown in Indian market would not affect overall growth and performance of our Company.

Acquisition of brands like Rodney Hunt, USA and Mahr Maschinenbau, Austria and access to their current sales network made it possible for us to enter into all the major markets worldwide with minimum of efforts. Acquisition of these brands will ensure that the next growth in exports is to come from newer regions, especially in Europe and USA.

- ***Adoption of advanced design and production technology***

Most of the products produced by us are highly engineered and needs extensive manufacturing processes. Also most of the products are customized and this requires precision in designing and manufacturing so as to produce competitive trouble free quality products.

Our Company plans to invest in advanced automation softwares to reduce the mistakes in designing and churn out faster designs with lesser involvement of people. Our Company has been continuously investing on CNC manufacturing technology to improve the manufacturing output and achieve the desired quality by using minimum manpower in manufacturing.

## **SALES & MARKETING**

Our Company believes that the quality of their product and services are up to the mark and that's the major reason for being awarded with the orders. The Company has a skilled team for marketing which personally indulges in formation of marketing strategies apt for the right promotion of the product. The marketing strategies for both inland and foreign market are as follows:

### **Domestic Marketing**

- **Direct Selling**

Major clientele of the company is routed through direct selling strategy. To inform existing and potential customer base, the company uses various platforms to showcase its products via numerous exhibitions being conducted from time to time. JEL directly sells its products throughout India with the help of company representatives based in Delhi, Ahmedabad, Jaipur, Pune, Bangalore and Hyderabad. The company has formed a strong trade liaison with the Government and Private organizations owing to agile and dynamic marketing personnel. Also, the products has been certified as ISO 9001:2008, which is the principal reason for satisfaction of the existing customers and inclination of the customer base of the company. JEL is directly executing the orders from its clients hence, it is well known to the end users of the product in domestic and export markets.

- **Bidding for Tenders**

The Ministry of Water Resources, River Development & Ganga Rejuvenation, City authorities or State Authorities proposes projects to the Government and on acceptance of the project; funds are allocated by the ministry. The project executing authority then appoints consultants who prepare the detailed project report (DPR). The DPR is formulated based on the technical and financial data. It also consists of the approved machineries required for the project implementation and operational purposes and specifications of this equipment. The company marketing team visits these consultants and impresses upon them the features to be included in the specifications for the betterment of the product and performance.

The contract is then awarded to EPC contractors like L&T, which in turn issue inquiry for the different products required in the project. The company then sends its offer against these enquiries and visits the client to explain its offer and the product features offered. The client then decides to place the order on the supplier which is approved vendor for project, meets the specified technical specifications, meets delivery and price expectations of the client.

### **International Marketing**

For international business the company has appointed overseas agents who inform about the new contracts and tenders about to open. In some countries the Company is marketing through its foreign agents or sometimes marketing directly. The collaborators of JEL also helps in selling the existing product worldwide through their offices and associates located worldwide. JEL has a vast international reach through its representatives in Europe, Middle East Asia and South East Asia. The products manufactured are also verified by international organizations like BVQI / SGS etc. which increases trust of customers in the products and boost the overseas operations of the company.

## **TECHNICAL COLLABORATIONS**

Our Company has signed technical collaborations with various companies like Schuette Schutguttaberstecnik-Germany, Hollung-Norway, Weco Armaturen- Germany, Rehart-Germany and Mahr Maschinenbau-Austria over the years to acquire varied technologies. Of these only two collaboration agreements with Weco Armaturen and Rehart are still valid and rest of the agreements have expired.

The technical collaboration with Weco was signed in year 2007 to manufacture their MONO range of knife gate valves in India for Asian markets. Later, our Company was allowed to sell these products in other countries other than asian countries.

The technical collaboration agreement with Rehart GmbH, Germany was signed in the year 2012 to manufacture Screw Turbines and Screw Pumps products. The company has started production of these products in India and has already got a large order for 21 numbers of turbines for supply to SSNNL Vadodara Branch canal to produce 5.15MW renewable energy. Once this project is executed and commissioned then the Company expects to have many similar projects in India and abroad.

Our Company had entered into collaboration with Mahr Maschinenbau GmbH, Austria in early 2013 to manufacture its range of multi raking screens for the Indian market. However, our Company acquired Mahr Maschinenbau subsequently and so the company does not have to pay any royalty to Mahr Maschinebau anymore. Mahr Maschinenbau now does engineering and development activities for screening product line of our Company.

#### **RESEARCH & DEVELOPMENT**

Our Company aims to introduce two new products every year so as to be ahead of its competitors and offers a wider range of products. Our research & development activities are being done in India as well as in Austria.

#### **QUALITY ASSURANCE & CERTIFICATIONS**

Our Company has received ISO 9001:2008 Certificate from Bureau Veritas Certificate India Private Limited for Management System which is as follow:

Certificate No.	:	IND13.7312U
Valid From	:	4 <sup>th</sup> September 2016
Valid Till	:	3 <sup>rd</sup> September 2019

## ABOUT JASH GROUP COMPANIES

### SUBSIDIARIES

Our Company, Jash Engineering Limited, Indore, Madhya Pradesh, India is the flagship company having various Whollyowned Subsidiaries (WOS) as under:



1. Jash USA Inc., USA
2. Shivpad Engineers Pvt. Ltd, India
3. MahrMaschinenbauGmbh, Austria
4. Engineering & Manufacturing Jash Ltd, Hong Kong
5. Rodney Hunt Inc., USA (WOS of Jash USA Inc, USA)




### GROUP COMPANIES

1. Jash Precision Tools Ltd., Indore, Madhya Pradesh, India
2. Micro-Flat Datums Pvt. Ltd., VallabhVidhyanagar, Gujarat, India
3. Patamin Investment Private Ltd, Indore, Madhya Pradesh, India
4. JashFlowcon Engineers, Indore, Madhya Pradesh, India

For details of our group companies, see chapter titled “Our Group Companies” beginning on page 192 of the Prospectus.

#### Brief details of our WOS are as follows:

Name of the Company	Location	Logo	Description of Business	Product Range
Jash USA Inc.	Texas, USA		Supplying of wide range of equipments for Water Intake Systems, Water and Waste Water Pumping Stations and Treatment Plants, Storm Water Pumping Stations, Water Transmission Lines, Power, Steel, Cement, Paper & Pulp, Petrochemicals, Chemical, Fertilizers and other process plants.	✓ Gates ✓ Valves ✓ Screens
Shivpad Engineers Private Limited	Chennai, India		Engaged in design, manufacture and supply of equipment for Water Treatment, Waste Water Treatment and Sewage Treatment Plants. In addition, it offer chemical process Industry equipment related to solid - liquid separation viz., Milk of Lime preparation plant equipment, Multi-deck Clarifiers, Rake & Screw Classifiers etc.	✓ Screens ✓ Detritors ✓ Clarifier ✓ Surface Aerators ✓ Thickeners ✓ Decanters ✓ Trickling Filters ✓ Digester Mixers ✓ Clariflocculators

Name of the Company	Location	Logo	Description of Business	Product Range
MahrMaschinenbau GmbH	Vienna, Austria		Engaged in the business of manufacturing have producing mechanical equipment for the waste-water industry and general hydraulic steelwork worldwide.	<ul style="list-style-type: none"> <li>✓ MM 2MM</li> <li>✓ Klaerabella</li> <li>✓ RV</li> <li>✓ Wash Pactor - RV</li> <li>✓ Sandclassifier</li> <li>✓ Sandwasher</li> <li>✓ Penstock</li> </ul>
Engineering & Manufacturing Limited	Jash Hong Kong		E&M has been supplying equipment to water related industry for nearly two decades, in a range of products and in a range of applications.	<ul style="list-style-type: none"> <li>✓ Inclined Bar Screen”MM2MM”</li> <li>✓ Perforated Screen</li> <li>✓ Sand Classifier</li> <li>✓ Sand Wash-Classifer</li> <li>✓ Screw Compactor</li> <li>✓ Bagging Unit</li> <li>✓ Spiral Conveyor</li> </ul>
RodneyHunt Inc.	Texas, USA		Manufacturing and supplying of wide range of equipments for Water Intake Systems, Water and Waste Water Pumping Stations and Treatment Plants, Storm Water Pumping Stations, Water Transmission Lines, Power, Steel, Cement, Paper & Pulp, Petrochemicals, Chemical, Fertilizers and other process plants.	<ul style="list-style-type: none"> <li>✓ Water Control Gates</li> </ul>

## UTILITIES

Our registered office is located at Indore in the State of Madhya Pradesh. Our offices are equipped with computer systems and other communication equipment, efficient power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

The total power requirement for our manufacturing facility is met by Madhya Pradesh State Electricity Board. Details of the power required at each of the plants and standby power generation capacity at each of the plant is given hereunder.

Particulars	Unit-1: Cast Iron Products Plant	Unit-2: Fabricated Products Plant	Unit-3: SEZ Export Plant
Location	Sanwer Road	Bardari	Pithampur
Power Requirement	375 KVA	200 KVA	160 KVA
Stand By Power	325 KVA	250 KVA	125 KVA

## HUMAN RESOURCE

We have over 500 employees, engaged across various operational and business divisions of our Company, including Finance and Accounts, Human Resources, Production, Marketing and Sales and Operations, Design & Development, Quality Control, Technical, Administration, Fabrication, Stores, Packing division etc. Our employee policies aim to recruit a talented and qualified work force, facilitate their integration and encourage development of their skills in order to facilitate the growth of our operations. We are also committed to an empowering environment that motivates and facilitates growth and rewards contribution. Various welfare measures have also been implemented by us including provision of canteen facility and medical and health benefits to our employees and group insurance policies. Our employees are not affiliated to any trade union.

## INSURANCE


Sr. No	Name of the Policy	Policy No.	Insurance Company	Policy expires	Asset /Location of Assets	Insured Amount (in Rs.)	Premium paid (in Rs. inclusive of all taxes)
1	Baggage Insurance Policy	4027/125146854/00/000	ICICI Lombard General Insurance	12/11/2017	Unit I	50,000	1,150
2	Money Insurance Policy	4006/122456837/00/000	ICICI Lombard General Insurance	10/12/2017	Unit I	16,000,000	5,141
3	Corporate Cover Policy	4019/125138202/00/000	ICICI Lombard General Insurance	12/11/2017	Unit I	49,841,390	21,769
4	Electronic Equipment Insurance Policy	5002/122537705/00/000	ICICI Lombard General Insurance	10/12/2017	Unit I	39,450,000	241,467
5	Machinery Breakdown Insurance Policy	5003/122537909/00/000	ICICI Lombard General Insurance	10/12/2017	Unit I	7,515,000	74,537
6	Machinery Breakdown Insurance Policy	5003/125176825/00/000	ICICI Lombard General Insurance	12/11/2017	Unit I	605,000	8,618
7	Electronic Equipment Insurance Policy	5002/122537602/00/000	ICICI Lombard General Insurance	10/12/2017	Unit II	18,583,133	128,224
8	Machinery Breakdown Insurance Policy	5003/122537797/00/000	ICICI Lombard General Insurance	10/12/2017	Unit II	13,930,393	105,385
9	Machinery Breakdown Insurance Policy	5003/122458598/00/000	ICICI Lombard General Insurance	10/12/2017	Unit III	2,100,000	23,391
10	Electronic Equipment Insurance Policy	5003/122537541/00/000	ICICI Lombard General Insurance	10/12/2017	Unit III	500,000	3,450
11	Marine Cargo Open policy	830012877	TATA AIG General Insurance Company Ltd.	9/18/2017	Unit III	100,000,000	54,625
12	General Insurance (Per	4066/129977505/00/000	ICICI Lombard General	3/31/2018	Unit I	5,00,000	74,750

Sr. No	Name of the Policy	Policy No.	Insurance Company	Policy expires	Asset /Location of Assets	Insured Amount (in Rs.)	Premium paid (in Rs. inclusive of all taxes)
	Person)		Insurance				
13	General Insurance (Premises)	4066/129977505/00/000	ICICI Lombard General Insurance	3/31/2018	Unit I	6,00,00,000	
13	Corporate Guard Directors & Officers Liability Insurance	2302002953	TATA AIG General Insurance Company Ltd.	6/26/2018	Unit I	50,000,000	86,250
14	Medicclaim Policy	145661000030	SBI General Insurance	1/17/2018	Unit I	45,950,000	957,494
15	Group Personal Accident	GPA001016400	TATA AIG General Insurance Company Ltd.	1/28/2018	Unit I	40,600,000	150,000
16	SF SP Policy (All Risk Policy for Unit)	1001/1222/63521/00/000	ICICI Lombard General Insurance	10/12/2017	Unit I	519,000,000	143,580
17	Burglary	4002/123685754/00/000	ICICI Lombard General Insurance	11/5/2017	Unit I	45,000,000	15,525
18	SF SP Policy (All Risk Policy for Unit)	1879116	IFFCO	8/31/2017	Unit III	152,750,000	42,280
19	Marine Open Inland Declaration policy	2001/130272283/00/000	ICICI Lombard General Insurance	4/17/2018	Unit I	75,000,000	184,001
20	SF SP Policy (All Risk Policy for Unit)	1001/131573025/00/000	ICICI Lombard General Insurance	6/1/2018	Unit II	50,600,000	132,703
21	Marine Open Inland Declaration policy	2001/130272283/00/000	ICICI Lombard General Insurance	4/17/2018	Unit I	40,000,000	152,000
22	Marine Cargo Open policy	83001453903	TATA AIG General Insurance Company Ltd.	7/27/2018	Unit III	8,920,000	5,000



Sr. No	Name of the Policy	Policy No.	Insurance Company	Policy expires	Asset /Location of Assets	Insured Amount (in Rs.)	Premium paid (in Rs. inclusive of all taxes)
23	Marine Cargo Open policy	84001645201	TATA AIG General Insurance Company Ltd.	7/19/2018	Unit I	16,948,000	5,000
24	Marine Cargo Open policy	84001645001	TATA AIG General Insurance Company Ltd.		Unit II	16,948,000	5,000
25	Vehicle Insurance	15583324201	TATA AIG General Insurance Company Ltd.	2/24/2018	Unit I	3,757,169	71,027
26	Vehicle Insurance	3008/13322738/00/000	ICICI Lombard General Insurance	7/27/2018	Unit I	575,001	14,490
<b>Total</b>						<b>1,314,623,086</b>	<b>2,706,857</b>

## INTELLECTUAL PROPERTY

Our company has made an application for the registrations of our logo  vide application dated May 23, 2014 under the Trade Marks Act, 1999. For details regarding the various trademark applications in relation to our logo and certain other products refer chapter titled “Government & Other Approvals” beginning on page 369.

## IMMOVABLE PROPERTIES

Sr. No.	Address of Property	Office/Unit	Owned/Leased: From – till year
1	18-A and 19 at Industrial Area Sector-C, Sanwer Road, Sukhliya Tehsil, District Indore, MP	Unit I	Leased from DIC2008-2037
2	18-B (1) Industrial Area Sector C- Sanwer Road, Tehsil and District Indore, MP	Unit I	Leased from DIC2007-2037
3	18-B Industrial Area Sector C- Sanwer Road, Tehsil and District Indore, MP	Unit I	Leased from DIC1997-2096
4	Plot No. 18-C, 29 & 30, 31 & 32-B Industrial Area, Sector-C, Sanwer Road, Sukhliya Tehsil, District Indore, MP.	Unit I	Leased From DIC1999-2076
5	74/1 & 74/2/1 Village Bardari, Tehsil Sanwer, District Indore, MP	Unit II	Owned by CompanyMarch 16, 2009
6	76/1 (Now 76/1/1) Village Bardari, Tehsil Sanwer, District Indore, MP	Unit II	Owned by CompanyMay 12, 2010
7	76/1/3 part (Now 76/1/4) Village Bardari Tehsil Sanwer, District Indore, MP	Unit II	Owned by CompanyAugust 13, 2010
8	77 (Now 77/1) Village Bardari Tehsil Sanwer, District Indore, MP	Unit II	Owned by CompanySeptember 26, 2010
9	74/2/2 Village Bardari Tehsil Sanwer District, Indore	Unit II	Leased from Patamin Investments Private Limited2010-2040
10	76/1/1 & 76/1/5 Village Bardari Tehsil Sanwer District, Indore	Unit II	Leased from Patamin Investments Private Limited2011-2041
11	M-11, Industrial Area, SEZ, Pithampur District Dhar, MP	Unit III	Leased from MPAKVN2010-2040

## DETAILS OF PROPOSED UNIT IV

### LAND&MACHINERY

Our Company has proposed to set up a new manufacturing unit (Unit IV) close to existing Unit III at SEZ Pithampur, Dist. Dhar, MP which have both casting iron and fabrication facilities to meet the demand of Jash USA Inc. and its subsidiary Rodney Hunt Inc. The proposed Unit IV will export all its products to US markets. Our Company has applied to concerned authority for a plot close to our existing Unit III. Booking for land in SEZ Pithampur will be done from the proceeds of the Offer.

The following new machineries are required for proposed Unit IV for which quotes have already been received but orders shall be placed on receipt of proceeds from the Offeralongwith tentative schedule of implementation:

			(Rs. in Lakh)
Particulars for Unit IV	Name of Vendor & Date of Quotation	Tentative Schedule	Cost inclusive of taxes
Lease Premium of SEZ Plot No. M-19 of 8661.67 Sq.Mtr @Rs.1100/Sq.Mtr	MPAKVN, Indore*	Nov-17 to Dec-17	100.00
Main Plant 3312 Sq.Mtr	Vipat & Associates, Indore (01-Aug-17)	Jan-18 to Sept-18	395.00
Utility Building	Vipat & Associates, Indore (01-Aug-17)	Jan-18 to Sept-18	55.00
Infrastructure & Development Work	Vipat & Associates, Indore (01-Aug-17)	Jan-18 to Sept-18	148.00
Architect's Consultancy Fee	Vipat & Associates, Indore (01-Aug-17)	Jan-18 to Sept-18	16.50
2 number of Cranes, 15 tonnes each	Skyline Industries Pvt. Ltd., Indore (12-Aug-17)	Jan-18 to Sept-18	69.03
Crane 5 MT for Pickling / Passivation	Skyline Industries Pvt. Ltd., Indore (12-Aug-17)	Jan-18 to Sept-18	15.84
Crane 5 MT for Grit blasting	Skyline Industries Pvt. Ltd., Indore (12-Aug-17)	Jan-18 to Sept-18	15.84
Electrical cabling, panels and Lighting in plant	Spark Control & Switchgear, Indore (14-Aug-17)	Jan-18 to Sept-18	28.89
Electrical Substation & Control Room	Spark Control & Switchgear, Indore (14-Aug-17)	Jan-18 to Sept-18	15.05
<b>Total requirement for Unit IV</b>			<b>859.14</b>

\*Our Company has sent a request to MPAKVN for reservation of Plot No. M19 of Sector II of SEZ vide our letter no. JEL/AKVN/2017 dated August 18, 2017.

Our Company has received a letter of approval ("LOA") from Office of Development Commissioner, Indore Special Economic Zone vide reference no. C-118/ISEZ/Proj./2016-17/83 dated August 24, 2017 for allotment of above referred plot.

#### INFRASTRUCTURE FACILITIES FOR RAW MATERIALS & UTILITIES

Infrastructure facilities for raw materials shall be created from the proceeds of the Offer. Water and Electricity shall be provided by local state authorities for proposed Unit IV.

## KEY REGULATIONS AND POLICIES

*The following description is a summary of the relevant sector specific regulations and policies, as prescribed by the Government of India or State Governments which are applicable to our Company and our business. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designated nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Central and the State laws, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

### ***Environment Legislations***

#### ***Environment (Protection) Act, 1986***

The main objective of this Act is to provide the protection and improvement of environment (which includes water, air, land, human being, other living creatures, plants, micro-organism and properties) and for matters connected therewith. The Act provide power to make rules to regulate environmental pollution, to notify standards and maximum limits of pollutants of air, water, and soil for various areas and purposes, prohibition and restriction on the handling of hazardous substances and location of industries.

The Central Government is empowered to constitute authority or authorities for the purpose of exercising of performing such of the powers and functions, appoint a person for inspection, for analysis or samples and for selection or notification of environmental laboratories. Such person or agency has power to inspect or can enter in the premises or can take samples for analysis.

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

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases, the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

The Central Pollution Control Board has powers, inter alia, to specify and modify standards for streams and wells, while the State Pollution Control Boards have powers, inter alia, to inspect any sewage or trade effluents, and to review plans, specifications or other data relating to plants set up for treatment of water, to evolve efficient methods of disposal of sewage and trade effluents on land, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry likely to pollute a stream or a well, to specify standards for treatment of sewage and trade effluents, to specify effluent standards to be complied with by persons while causing discharge of sewage, to obtain information from any industry and to take emergency measures in case of pollution of any stream or well. A central water laboratory and a state water laboratory have been established under the Water Act.

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

Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the above requirements include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. Under the Air Act, the

Central Board for the Prevention and Control of Water Pollution has powers, inter alia, to specify standards for quality of air, while the State Board for the Prevention and Control of Water Pollution have powers, inter alia, to inspect any control equipment, industrial plant or manufacturing process, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

### ***Labour Legislations***

#### ***Minimum Wages Act, 1948***

This Act aims to make provisions for statutory fixation of minimum rates of wages in scheduled employment wherein labour is not organized. It seeks to prevent the exploitation of workers and protect their interest in the 'sweated industries'. Wage fixing authorities have been guided by the norms prescribed by the Fair Wage Committee in the settlement of issues relating to wage fixation in organized industries. The Act contemplates the minimum wage rates must ensure not only the mere physical needs of a worker which keeps them just above starvation level, but must ensure for him and his family's subsistence, and also to preserve his efficiency as a worker.

#### ***Payment of Gratuity Act, 1972***

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***

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 requires 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.

#### ***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.

#### ***Factories Act, 1948***

This Act came into force on April 01, 1949 and extends to the whole of India, including Jammu and Kashmir. It has been enacted to regulate working conditions in factories and to ensure the provision of the basic minimum requirements for safety, health and welfare of the workers as well as to regulate the working hours, leave, holidays, employment of children, women, etc. It ensures annual leaves with wages, provides additional protection from hazardous processes, additional protection to women workers and prohibition of employment of children.

### ***Industrial Disputes Act 1947***

The Industrial Disputes Act 1947 lays down the machinery and procedure for investigation, settlement and resolution of Industrial disputes in what situations a strike or lock-out becomes illegal and what are the requirements for laying off or retrenching the employees or closing down the establishment. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workmen.

### ***Workmen's Compensation Act, 1923***

This Act came into force on April 01, 1924. It aims at providing financial protection to workmen and their dependents 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.

### ***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 Organization (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.

### ***Employees State Insurance Act, 1948***

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.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs.50,000/-

***Tax Related Legislations***

***The Central Goods and Services Tax Act, 2017 (the “GST Act”)***

The GST Act levies tax on supply of goods and services throughout India to replace multiple taxes levied by the Central and State Governments on production, supply and sale of goods and providing of services in India. The GST Act is applicable from July 1, 2017 and bound together the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. Under GST, goods and services are taxed under five different categories that are 0%, 5%, 12%, 18%, 28%. GST is levied on all transactions such as supply, transfer, purchase, barter, lease, or import of goods and/or services. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption based tax, therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

***Income Tax Act, 1961 (“IT Act”)***

The IT Act is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such company is also required to file its returns by September 30 of each assessment year.

***Professional Tax***

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.



## ***Intellectual Property Laws***

### ***The Patents Act, 1970***

The Patents Act, 1970 (“Patents Act”) is the primary legislation governing patent protection in India. In addition to broadly requiring that an invention satisfy the requirements of novelty, utility and non obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of application for the patent. The Patents Act deems that computer programmes per se are not ‘inventions’ and are therefore not entitled to patent protection.

### ***Trademarks Act, 1999***

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure.

As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

### ***The Copyright Act, 1957***

The Copyright Act governs copyright protection in India. Under the Copyright Act, a 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 the 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 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 and the imposition of fines and seizures of infringing copies.

### ***Designs Act, 2000***

Industrial Designs are governed by the Designs Act, 2000 and Designs Rules 2001 and administered by the Controller General of Patents, Designs and Trade Marks. The registration of a design confers on the registered proprietor the right to take action against third parties who apply the registered design without licence or consent. The registration is valid for 10 years from the date of application i.e. date of filing or the date of priority whichever is earlier. The period may be extended by another period of 5 years on filing an application for extension of copy right before the expiry of the said period of 10 years. Under the Designs Act, “Design” has been defined as the features of shape, configuration, pattern, ornament or composition of lines or colours applied to any article whether in two dimensional or 3D or in both forms. The Design should be new and original and has not been disclosed to the public in India or any other country.

### ***Other Legislations***

#### ***The Companies Act, 1956***

The Companies Act, 1956 dealt with laws relating to companies and certain other associations. It was enacted by the Parliament in 1956. The Act primarily regulated the formation, financing, functioning and winding up of companies. The Act prescribed regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constituted the main focus of the Act. In the functioning of the corporate sector, although freedom of companies was important, protection of the investors and shareholders, on whose funds they flourish, was equally important. The Act played the balancing role between these two competing factors, namely, management autonomy and investor protection.

#### ***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 vide its notification dated September 12, 2013 has notified 98 sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. Further 183 sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. Further, the Ministry of Corporate Affairs issues notifications for applicability of other Sections of Companies Act, 2013 from time to time and the same are applicable from the date of the aforesaid notification. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

#### ***The Indian Contract Act, 1872***

The Indian Contract Act, 1872 codifies the way in which a contract maybe entered into, execution, implementation of the provisions of a contract and effects of breach of contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which a contract will be entered into, executed and breach enforced. It contains framework of rules and regulations that govern formation and performance of contract.

#### ***The Foreign Exchange Management Act, 1999***

The Foreign Exchange in India is primarily governed by the provisions of FEMA which relates to regulations primarily by the RBI and the rules, regulations and notifications thereunder, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India. As laid by the FEMA Regulations no prior consent 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 respect of investment in excess of specified sectoral limits under the automatic route, consent may be required from FIPB and/or the RBI. The RBI in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside of India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and the Foreign Exchange Management (Export of Good and Service) Regulations, 2000 for regulations on exports of goods and services.

#### ***The Competition Act, 2002***

The Competition Act, 2002 is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and ensure freedom of trade in India. The act deals with the prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse the dominant position in various circumstances as mentioned in the Act.

The prima facie duty of the Competitive Commission of India (“CCI”) is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The CCI shall issue notice to show cause to the parties to combination calling upon them to respond

within 30 days in case it is of the opinion that there has been appreciable adverse effect on the competition of India. In case a person fails to comply with directions of CCI and the Director General, he shall be punishable with a fine which may exceed to Rs 1 lakh for each day during such failure subject to maximum of Rs 1 Crore.

### ***Foreign Trade (Development & Regulation) Act, 1992***

The Foreign Trade (Development & Regulation) Act, 1992 provide for regulation and development of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. The Import-Export code number and license to import or export includes a custom clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint the Director General for Foreign Trade (DGTF) for the purpose of import-export policy formulation.

If any person makes any contravention to law or commits any economic offence or import/exports in a manner prejudicial to trade of India or to the interest of other person engaged in import or export then there shall be no Import Export granted by the Director- General to such person and if in case granted then shall remain suspended or cancelled. Provision of search and seizure of Code of Criminal Code, 1973 shall apply to every search and seizure under this Act.

The EXIM Policy is a set of guidelines and instructions set by the DGTF in matters related to the export and import of goods in India. This policy is regulated under the said Act. The DGTG is the main governing body in matters related to the EXIM Policy.

### ***Export Oriented Unit Scheme***

The EXIM Policy of India provides all unit undertaking to export their entire production of good and services under the EOU Scheme ("EOU Scheme/Scheme"). The EOU Scheme main thrust is to boost and attract sector specific exports from all parts of India having huge potential near to raw material source. The Scheme as undergone several changes over a period and the present policy parameter is liberalised conducive to entrepreneurs for setting up its Export Oriented Units. The Scheme covers manufacturing/processing and services. The main objective of the Scheme is to increase exports, earn foreign exchange to the country, transfer of technologies, stimulate foreign direct investment and to generate additional employment.

### ***The Special Economic Zone Act, 2005 and the Special Economic Zones Rules, 2006***

The Special Economic Zones Act, 2005 was passed by Parliament in May, 2005 which received Presidential assent on the June 23, 2005. The SEZ Act, 2005, supported by SEZ Rules, came into effect on February 10, 2006, providing for the simplification of procedures and for single window clearance on matters relating to central as well as state governments.

SEZs are regulated and governed by the Special Economic Zone Act, 2005 which came into force on February 10, 2006. The SEZ Act has been enacted for the generation of additional economic activity, promotion of exports of goods and services, promotion of domestic and foreign investment, development of infrastructure facilities and matters connected therewith or incidental thereto. The SEZ Act provides that the Government of India, any state government or any person either may, jointly or severally, establish a SEZ in accordance with the procedure under the SEZ Act.

SEZs are specifically delineated duty free enclaves deemed to be foreign territories for purposes of Indian custom controls, duties and tariffs. Any person who intends to set up a SEZ, after identification of the area, is required to make an application to the concerned state government or to the Board of Approval for approval. If the application is made to the State government, it may forward the application together with its recommendations to the Board of Approval. In the event the application is made directly to the Board of Approval, it may grant the approval which is subject to the approval of the concerned State government. On receipt of an application, the SEZ Board may, subject to certain conditions approve the proposal and communicate it to the Government of India. The Government of India may grant the letter of approval, within 30 days of receipt of communication, which may be subject to certain additional conditions. The Government of India initially grants the letter of approval to the proposals for setting up of SEZs, referred to as the 'in-principle

approval', which is valid for a period of one year or three years, as the case may be. The developer of the SEZ is required to take effective steps for implementation of the SEZ project within the said validity period. The developer is required to furnish intimation of fulfilment of conditions specified in the 'in-principle' approval to Department of Commerce, Ministry of Commerce and Industry, Government of India (the "DoC") within the specified validity period of the 'in-principle' approval. The DoC, on being satisfied with the proposal and compliance of the developer with the terms of the approval, issues a notification declaring the specified area as an SEZ.

The incentives and facilities offered to developers of SEZ include:

- Single window clearance for Central and State level approvals;
- Exemption from customs/excise duties for development of SEZs for authorized operations approved by the Board of Approval;
- Income tax exemption on income derived from the business of development of SEZ in a block of ten years in 15 years under section 80-IAB of the IT Act;
- Exemption from dividend distribution tax;
- Exemption from service tax; and
- Exemption from various other duties and taxes under the enactments specified in Schedule I of the SEZ Act.

The Special Economic Zone Rules, 2006 have been enacted to effectively implement the provisions of the SEZ Act. The SEZ Rules provide for a simplified procedure for a single window clearance from the Government of India and State governments for setting up of SEZs and a 'unit' in a SEZ. The SEZ Rules also prescribe the procedure for the operation and maintenance of an SEZ, for setting up and conducting business therein, with an emphasis on 'self certification' and the terms and conditions subject to which the entrepreneur and developer shall be entitled to exemptions, drawbacks and concessions etc. The SEZ Rules also provide for the minimum area requirement for various categories of SEZs.

Various states have their own state SEZ policies. The state SEZ policies prescribe the rules in relation to the various environmental clearances, water and power supply arrangements, state taxes, duties, local taxes and levies etc. and the Company is required to follow the state policy, in addition to any central policies.

## HISTORY AND CERTAIN CORPORATE MATTERS

### History and Background

Our Company was incorporated as Jash Engineering Industries Private Limited under the provisions of Companies Act, 1956 vide Certificate of Incorporation bearing registration no. 1226 of 1973 dated September 29, 1973 issued by the Registrar of Companies, Madhya Pradesh, Gwalior. Subsequently, the name of our Company was changed to Jash Engineering Private Limited vide Certificate of Incorporation dated January 29, 1976 issued by the Registrar of Companies, Madhya Pradesh, Gwalior. Our Company was converted into a public limited company and the name of our Company was changed to Jash Engineering Limited pursuant to Section 23 of the Companies Act, 1956 and the special resolution passed by the members of the company at its Extra-Ordinary General Meeting held on July 15, 1994. A fresh Certificate of Incorporation consequent upon the change of name was issued to our Company on September 21, 1994.

The registered office of our Company is situated at Plot No. 31, Sector-C, Industrial Area, Sanwer Road, Indore 452015, Madhya Pradesh, India. The corporate identity number of our Company is U28910MP1973PLC001226.

#### Changes in registered office of our Company

We set out below the changes in registered office of our Company since inception which has been changed for administrative convenience of our Company.

Date	From	To	Purpose
*Prior 1976	Ishwar Niwas, 42 Chhoti Gwaltoli, Indore -452001	31, Sector-C, Sanwer Road, Industrial Area, Indore 452015, Madhya Pradesh, India	To increase operational efficiency

\*Our Company is unable to trace the Form 18 filed at the time of incorporation and with respect to the change of Registered Office.

### Key Milestones

Year	Key Milestones
1973	Incorporation of our Company in the name style of “Jash Engineering Industries Private Limited”
1976	Name change of our company from “Jash Engineering Industries Private Limited” to “Jash Engineering Private Limited”
1994	Conversion of our company from Private Limited Company to Public Limited Company.
1996	Collaboration with Schuette Group, Germany.
2000 & 2002	Collaboration with Hollung AS, Norway for manufacture of Fine Step Screens and Coarse bar screens.
2008	Collaboration with Weco Armaturen, Germany.
2011	Collaboration with Rehart, Germany for manufacture Archimedes screw pumps and Hydro-power generators.
2012	Collaboration with Mahr Maschinenbau GmbH, Austria for manufacturing of “MM2MM” Multi Raking Bar Screens and in the year 2014 it acquired 100% stake in Mahr Maschinenbau.
2013	Collaboration with Stealth International Inc., Canada for manufacturing Energy Dissipating Valves.
2016	The Company (through subsidiary Jash USA Inc.) acquired the assets and facilities including the brand "Rodney Hunt" from VAG USA, LLC allowing our Company to engage in the business of water control gates under the Rodney Hunt brand and accessing the markets worldwide.

## Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To acquire and take-over the business carried on under the style 'Jash Engineering Industries Pvt Ltd' with all the properties, assets, rights, title, interest, etc. and liabilities and with thereto, enter into agreement which the Directors may think fit and to carry the same into effects or without modifications.
2. To carry on the business as manufacturers of and dealers in all kinds of forgings, castings, machines tools and accessories, precision surface equipments, water control equipments and forged components ferrous and non- ferrous or otherwise.
3. To carry on business as Engineers, Designers, Technical Consultants, Structural steel fabricators, Iron monger, Steel makers, Iron and Steel Convertors Iron re-rollers, Metallurgists, Alloy makers and Furniture Makers.
4. To manufacture, buy, sell, re-sell, exchange, alter, assemble, improve, manipulate, prepare for market, import or export and otherwise deal in all kinds of dies, jigs, furnaces, machinery, plant, apparatus, equipments, fixtures, appliances, tools, gadgets, utensils, consumers items and all kinds of engineering products, things, materials and substances which the Company can conveniently produce or deal in.
5. To carry on business as manufactures and makers of and dealers in any metal, wood, aluminium, alloy and other products substances of every kind and to carry on and conducts workshops and foundries of iron, castings, brass and other materials, woods and any other business.
6. To carry on business as mechanical engineers, electrical engineers, tool makers, machinists, gas makers, carriers, wood makers, builders, water supply engineers and manufactures of electrical instruments, apparatus, equipments, tools, motors, generators, welders, electroplating apparatus and other machinery and engineering products and to buy, sell, manufacture, repairs convert, alter, let on hire and deal in machinery, equipment, apparatus, tools, hardware and stores of all kinds.
7. To understand and execute the contracts for works involving the supply, erection and use of any machinery and to carry out any ancillary or other works comprised in such contracts.

## Amendments to the Memorandum of Association of our Company

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

<b>Date of Shareholders Approval</b>	<b>Amendment</b>
January 29, 1976	<u>Change in the name of our Company</u>  The Company's name was changed from "Jash Engineering Industries Private Limited" to "Jash Engineering Private Limited".
June 29, 1983	<u>Change in Clause V (Capital Clause) of the MoA</u>  Increase in authorized share capital of our Company from Rs.5,00,000 comprising of 5,000 Equity Shares of Rs. 100 each to Rs. 25,00,000 comprising of 25,000 Equity Shares of Rs. 100 each.
July 15, 1994	<u>Change in Clause V (Capital Clause) of the MoA</u>  The Authorized Capital of the Company has been reconstituted from 25 lakhs comprising 25,000 Equity Shares of Rs. 100/- each to 2,50,000 Equity Shares of Rs. 10/- each.

Date of Shareholders Approval	Amendment
	<p><u>Change in the name of our Company</u></p> <p>The Company's name was changed from "Jash Engineering Private Limited" to "Jash Engineering Limited".</p>
September 16,1994	<p><u>Change in Clause V (Capital Clause) of the MoA</u></p> <p>Increase in authorized share capital of our Company from Rs.25,00,000 comprising of 2,50,000 Equity Shares of Rs. 10 each to Rs. 1,00,00,000 comprising of 10,00,000 Equity Shares of Rs. 10 each.</p>
March 1, 1995	<p><u>Change in Clause V (Capital Clause) of the MoA</u></p> <p>Increase in authorized share capital of our Company from Rs.1,00,00,000 comprising of 10,00,000 Equity Shares of Rs. 10 each to Rs. 4,00,00,000 comprising of 40,00,000 Equity Shares of Rs. 10 each.</p>
July 29, 2008	<p><u>Change in Clause V (Capital Clause) of the MoA</u></p> <p>The Authorized Share Capital of the Company has reclassified, consisting of 34,90,000 Equity Shares of Rs. 10/- each and 5,10,000 6 % Cumulative Preference Shares of Rs. 10/- each.</p> <p>Increase in authorized share capital of our Company from Rs.4,00,00,000 comprising of 34,90,000 Equity Shares of Rs. 10/- each and 5,10,000 Preference Shares of Rs. 10/- each to Rs. 5,00,00,000 comprising of 44,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.</p>
May 18, 2011	<p><u>Change in Clause V (Capital Clause) of the MoA</u></p> <p>Increase in authorized share capital of our Company from Rs. 5,00,00,000 comprising of 44,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each. to Rs. 7,00,00,000/- comprising of 64,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.</p>
March 1, 2012	<p><u>Change in Clause V (Capital Clause) of the MoA</u></p> <p>Increase in authorized share capital of our Company from Rs. 7,00,00,000/- comprising of 64,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each. to Rs. 10,00,00,000/- comprising of 94,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.</p>
April 11, 2012	<p><u>Change in Clause V (Capital Clause) of the MoA</u></p> <p>Increase in authorized share capital of our Company from Rs. 10,00,00,000/- comprising of 94,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each to Rs. 11,00,00,000/- comprising of 1,04,90,000 Equity Shares of Rs. 10/-each and 5,10,000 Preference Shares of Rs. 10/- each.</p>



### **Other Details Regarding our Company**

For information on our activities, services, products, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to chapters titled "Our Business", "Our Industry" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning pages 124, 111 and 333 respectively of this Prospectus . For details of the our management and managerial competence and for details of shareholding of our Promoters, please refer to the chapters titled "Our Management" and "Capital Structure" beginning on pages 169 and 68 respectively of this Prospectus.

### **Time and Cost Overrun in setting-up of projects**

Considering the nature of business activities, our Company has not experienced any time or cost overrun in the past.

### **Strikes or Labour Unrest**

Our Company has not lost any time on account of strikes or labour unrest as on the date of this Prospectus except in the financial year 2015-16 for 20 days on account of a strike by our labourers.

### **Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks**

There are no defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity in relation to our Company.

Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company as on the date of this Prospectus.

### **Injunction or restraining order**

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

### **Capital raising (Debt / Equity)**

Except as set out in the chapter titled "Capital Structure" beginning on page 68 of this Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

### **Changes in the activities of our Company during the last five (5) years**

There have been no changes in the activity of our Company during the last five (5) years preceding the date of this Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

### **Revaluation of Assets**

Our Company has not revalued its assets as on the date of this Prospectus.

### **Shareholders of our Company**

As on the date of this Prospectus, our Company has 79 shareholders. For further details in relation to the current shareholding pattern, please refer to chapter titled "*Capital Structure*" beginning on page 68 of this Prospectus.

### **Holding Company**

Our Company does not have a holding company as on the date of this Prospectus.

## Subsidiaries of our Company

As on the date of this Prospectus, our Company has the following wholly owned subsidiaries:

- Shivpad Engineers Private Limited
- Jash USA Inc., United States of America
- Mahr Maschinenbau GmbH, Austria
- Engineering & Manufacturing Jash Limited, Hong Kong
- Rodney Hunt Inc., United States of America (wholly owned subsidiaries of Jash USA Inc.)

## Details of Subsidiaries Company

Shivpad Engineers Private Limited ("SEPL")

SEPL was incorporated on February 29, 1994 as Shivpad Industries Private Limited. SEPL is primarily engaged in design and supply of equipment as well as plant as a total system for water treatment, waste water treatment and sewage treatment plants. The registered office of SEPL is situated at 31, Sector-C, Sanwer Road, Industrial Area, Indore 452015, Madhya Pradesh, India. It was acquired by our company in the year 2012 and is now a wholly owned subsidiary.

The details of SEPL are set out below:

### Board of Directors

As on date of this Prospectus, the Board of Directors is as follows:

Name of the Director	Designation
Mr. Laxminandan Amin	Director
Mr. Pratik Patel	Director

### Capital Structure

Particulars	No. of Equity Shares of Rs. 10 each
Authorised Capital	Rs.20,00,000 comprising of 20, 000 Equity shares of Rs. 10 each
Issued, Subscribed and Paid up Capital	Rs.13,50,300 comprising of 1,35,030 Equity shares of Rs. 10 each

### Shareholding Pattern

Particulars	No. of Equity Shares	% of Total Shares
Jash Engineering Limited	1,35,010	99.98
Mr. Laxminandan Amin	10	0.01
Mr. Pratik Patel	10	0.01
<b>Total</b>	<b>1,35,030</b>	<b>100.00</b>

### Significant sales / purchase with SEPL

Our Company is involved in sales and purchases with SEPL. However, such sales and purchase does not exceed the aggregate of 10% of the total sales or purchases of our Company in value. For further details on the related party transactions with subsidiaries, please refer to chapter titled "Financial Information" beginning on page 198 of this Prospectus.

### Common Pursuits

SEPL is design and supply of equipment as well as plant as a total system for water treatment, waste water

treatment and sewage treatment plants. Apart from this there are no common pursuits between our Company and SEPL.

#### **Other disclosures**

- The equity shares of SEPL are not listed on any stock exchange.
- SEPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. Further, SEPL does not have a negative net worth in the immediate preceding year.
- No application has been made to RoC for striking off the name of SEPL.
- SEPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.
- Except as disclosed in “Our Business” and “Related Party Transactions” beginning on pages 124 and 196, our Subsidiary does not have any business interests in our Company.
- There are no accumulated profits or losses of SEPL which are not accounted for by our Company.
- There are no defaults in meeting any statutory / bank / institutional dues. No proceedings have been initiated for economic offences against the Company.

#### **Jash USA Inc. ("Jash USA")**

Jash USA Inc. was incorporated in the year 2011 in Texas, USA as wholly owned subsidiary of our Company with the purpose of entering the North American markets for water control gates. It is engaged in the marketing of wide range of equipments for Water Intake Systems, Water and Waste Water Pumping Stations and Treatment Plants, Storm Water Pumping Stations, Water Transmission Lines, Power, Steel, Cement, Paper & Pulp, Petrochemicals, Chemical, Fertilizers and other process plants.

#### **Board of Directors**

Mr. Pratik Patel is the sole director of Jash USA.

#### **Capital Structure & Shareholding**

The equity share capital of Jash USA is USD 16,35,000 and is entirely owned by our Company.

#### **Mahr Maschinenbau GmbH ("Mahr")**

Mahr Maschinenbau GmbH was established in the year 1927 by Matthaeus Mahr and is located near Vienna in Austria. Mahr is engaged in the business producing mechanical equipment for the waste-water industry and general hydraulic steelwork worldwide.

Mahr was acquired by our Company in the year 2014 and it is now our wholly owned subsidiary. Post acquisition majority of the production has been shifted to India with only small manufacturing done on contract basis for specialized projects in Vienna. Mahr owns various patents in technology and products.

#### **Board of Directors**

Mr. Gernot Mahr is the managing director of Mahr and Mr. Pratik Patel is a director.

#### **Capital Structure & Shareholding**

The equity share capital of Mahr is Euro 36,336.41 and is entirely owned by our Company.

#### **Engineering & Manufacturing Jash Limited ("EMJL")**

EMJL was incorporated in the year 2015 and is located in Hong Kong and is our wholly owned subsidiary. It is engaged in the business of supplying equipment to water related industry. It provides a wide range of products such as Inclined Bar Screen “MM2MM”, Perforated Screen, Sand Classifier, Sand Wash- Classifier, Screw Compactor, Bagging Unit and Spiral Conveyor.

**Rodney Hunt Inc.**

Rodney Hunt Inc. was incorporated in 2016 at Texas as a wholly owned subsidiary of Jash USA. Rodney Hunt Inc. is engaged in supplying of cast iron gates and has a wide network in the North American market.

**Details regarding Acquisition of Business/Undertakings/Mergers and Amalgamation**

Except as detailed below, our Company has not acquired any business or undertaking, or undertaken any mergers or amalgamations

1. Our Company, through our Subsidiary Jash USA Inc. has acquired the brand "Rodney Hunt" and certain assets of VAG USA, LLC through an Asset Purchase Agreement dated September 21, 2016 and a Purchase Agreement dated March 20, 2017 dated entered into with VAG USA LLC.
2. Our Company acquired Mahr Maschinenbau GmbH in the year 2014 from Mr. Gernot Mahr to acquire the various patents in technology and products owned by Mahr.

**Collaboration Agreements**

As on the date of this Prospectus, our Company has entered into the following technical collaboration agreement:

1. Technical Collaboration Agreement dated October 21, 2011 between our Company and Rehart GmbH ("Rehart") for acquiring from Rehart know-how and technical information and assistance for the manufacture of Archimedean screw pumps and Hydropower screws.
2. Patent and Know-how License Agreement dated May 2, 2008 between our Company and WECO Armaturean GmbH for acquiring from WECO exclusive rights for the manufacturing of an improved slide valve for which has been licensed to WECO under a registered Indian patent.

**Shareholders Agreements**

As on the date of this Prospectus, our Company has not entered into any shareholders' agreements that are subsisting except as provided below:

Securities Subscription, Purchase and Shareholders' Agreement between P.I. International L.P, our Company, Mrs. Bhairavi Patel, Mr. Laxminandan Amin, Mr. Pratik Patel dated April 9, 2012.

PI International L.P (now Pragati India Fund Limited) (the "Investor"), the Company, Mrs. Bhairavi Patel, Mr. Laxminandan Amin and Mr. Pratik Patel have entered into a Securities Subscription, Purchase and Shareholders' Agreement dated April 9, 2012 (the "SSPSA"), which set out the terms and conditions subject to which the Investor has subscribed to 227,500 Phase I compulsorily convertible debentures of (the "CCDs"), for a total consideration of Rs.22,75,00,000, such as restriction on transfers, right of first refusal, tag along rights, further issue of securities, exit options, etc.

In terms of the SSPSA, our Company is required to provide an exit option to the Investor, either by way of an initial public offering, sale to third party or exercise of the Investor's put option on or before March 31, 2018 if the IPO is not completed before March 31, 2017. The SSPSA may be terminated at any time by mutual written consent of the parties. Post conversion of the CCDs and transfer of certain shares from one of our Promoter, the Investor holds 25,73,102 Equity Shares in the Company.

**Material Agreements**

Other than as stated above, our Company has not entered into any material agreement, other than the agreements entered into by it in normal course of its business.

**Joint Venture Agreement**

Our Company has entered into a joint venture agreement dated August 8, 2014 with Rajkamal Builders Infrastructure Private Limited, Ahmedabad for supply of Hydropower Screw Generators with respect to a

project of Sardar Sarovar Narmada Nigam Limited.

**Other Agreements**

Our Company has not entered into any other material agreements, other than in the normal course of its business.

**Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of this Prospectus.

**Strategic Partners**

Our Company does not have any strategic partners as on the date of this Prospectus.

**Financial Partners**

Our Company does not have any financial partners as on the date of this Prospectus.

## OUR MANAGEMENT

### Board of Directors

As per the Articles of Association, our Company is required to have not less than three (3) directors and not more than fifteen (15) Directors. Currently, our Company has eight (8) Directors out of which 2 are Executive Directors. The following table sets forth details regarding the Board of Directors as on the date of this Prospectus:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
Mr. Laxminandan Amin	Indian	80	Public Limited Entities:
Father's Name: Mr. Dadu Bhai Amin			Nil
Nature of Directorship: Chairman and Managing Director			Private Limited Entities:
Residential Address: Purukunj, 149, Kanchan Baug, Indore, Madhya Pradesh 452 003			Shivpad Engineers Private Limited
Date of Re-Appointment: April 1, 2014			Foreign Entities:
Term: 5 years			Nil
Occupation: Business			
DIN: 00007735			
Mr. Pratik Patel	Indian	53	Public Limited Entities:
Father's Name: Mr. Navin Chandra Patel			Nil
Nature of Directorship: Managing Director			Private Limited Entities:
Residential Address: 150-B Kanchan Baug, South Tukoganj, Indore 452003, Madhya Pradesh			Patamin Investments Private Limited Shivpad Engineers Private Limited
Date of Re-appointment: March 1, 2017			Foreign Entities:
Term: 5 years			JASH USA Inc.
Occupation: Business			Mahr Maschinenbau GmbH Engineering and Manufacturing Jash Limited
DIN: 00780920			
Mr. Axel Schutte	German	67	Public Limited Entities:
Father's Name: Mr. Alfred Hans Schutte			Nil
Nature of Directorship: Non-Executive Director			Private Limited Entities:
			APS Diverter Valve Private

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
Residential Address: Hansaallee 37, Iserlohn 58636 Germany  Date of Appointment: September 30, 1995  Term: Liable to retire by rotation  Occupation: Business  DIN: 02591276			Limited  Foreign Entities:  Nil
Mr. Kasiviswanathan Mukundan Father's Name: Mr. Kasiviswanathan Krishnamurthy Nature of Directorship: Non-Executive Nominee Director Residential Address: C-801, Raheja Heights, A K Vaidya Marg, Malad (East) Mumbai, Maharashtra, India Date of Appointment: January 25, 2016 Term: Not liable to retire by rotation Occupation: Business DIN: 02756249	Indian	48	Public Limited Entities:  PTC Industries Limited  Private Limited Entities:  Bharat Light And Power Private Limited  Foreign Entities:  Nil
Mrs. Sunita Kishnani  Husband's Name: Mr. Parasram Tourani  Nature of Directorship: Non-Executive Independent Director & Woman Director  Residential Address: 602, Orchid Royal, Amar Greens, Niranjapur, Indore 452010 Madhya Pradesh  Date of Appointment: August 25, 2017  Term: 5 year, Not liable to retire by rotation  Occupation: Business DIN: 06924681	Indian	49	Public Limited Entities:  Nil  Private Limited Entities:  Vinilok Solutions Private Limited  Foreign Entities:  Nil
Mr. Brij Mohan Maheshwari  Father's Name: Late Shri. Durgadas Maheshwari  Nature of Directorship: Non-Executive Independent Director  Residential Address: B-1, 104, Shehnai Residency, A.B. Road, Opposite Amarvilas Hotel, Indore 452010 Madhya Pradesh	Indian	52	Public Limited Entities:  NIL  Private Limited Entities:  Indore Bulls Private Limited  Foreign Entities:  Nil



Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
Date of Appointment: August 25, 2017			
Term: 5 year, Not liable to retire by rotation			
Occupation: Professional DIN: 00022080			
Durgalal Tuljaram Manwani	Indian	70	Public Limited Entities:
Father's Name: Tuljaram Kalyadas Manwani			Nil
Nature of Directorship: Non-Executive Independent Director			Private Limited Entities:
Residential Address: 25 BG, Scheme No. 74-C, Vijay Nagar, Indore 452010 Madhya Pradesh			Quantile Analytics Private Limited
Date of Appointment: August 25, 2017			Foreign Entities:
Term: 5 years, Not liable to retire by rotation			Nil
Occupation: Business DIN: 07114081			
Sunil Choksi	Indian	61	Public Limited Entities:
Father's Name: Dhansukh Bhai Choksi			Choksi Laboratories Limited
Nature of Directorship: Non-Executive Independent Director			Private Limited Entities:
Residential Address: 6/3, Manoramaganj, Indore 452001, Madhya Pradesh			NIL
Date of Re-appointment: August 25, 2017			Foreign Entities:
Term: 5 years, not liable to retire by rotation			NIL
Occupation: Business DIN: 00155078			

### Brief Biographies of the Directors

#### Mr. Pratik Patel

Mr. Pratik Patel is the Managing Director of our Company. He has been a Director of our Company since 22 years. He holds a bachelor's degree in engineering (Production Engineering) from Sardar Patel University and a degree in M.B.A. (Finance) from Devi Ahilaya Vishva Vidhyalaya, Indore. He has an experience of 23 years in the marketing and designing of engineering products and his areas of expertise are Sales & Marketing in our Company. He has been instrumental in the growth of our company. He was reappointed as the Managing Director of our Company with effect from March 1, 2017 for a period of 5 years.

**Mr. Laxminandan Amin**

Mr. Laxminandan Amin is the Chairman and Managing Director of our Company. He has been the Promoter and Director of our Company since inception. He holds a bachelor's degree in engineering (Production Engineering) from Sardar Patel University. He holds an experience of more than 51 years in the manufacturing of engineering products. He has the responsibility of managing the overall functions of the company. His elongated knowledge, extensive skills and practices have facilitated in the immense development of the company. He was reappointed as the Managing Director of our Company with effect from April 1, 2014 for a period of 5 years.

**Mr. Axel Schutte**

Mr. Axel Schutte is a director of our Company and was appointed as a non-executive director with effect from September 30, 1995 pursuant to an understanding under the Financial cum Technical Collaboration with Schuette Group, Germany- a leading German company in bulk solids conveying and handling. He holds a diploma degree in economics from German University. He has an enormous experience of over 37 years in the Engineering Industry.

**Mr. Brij Mohan Maheshwari**

Mr. Brij Mohan Maheshwari, is an Independent Director of our Company. He has been appointed as an additional Director on the Board of our Company with effect from August 25, 2017. He is a fellow member of the Institute of Company Secretary of India, (ICSI) and also holds a L.L.B degree (HONS) from Christian College, Indore, Devi Ahilya Vishwavidyalaya, Indore.(DAVV) and a graduate degree in commerce from P.M.B. Gujrati Commerce College, Indore DAVV University. Since 2003, he has been acting as Corporate Adviser & Practicing Advocate at the Honorable High Court of Madhya Pradesh (Indore Bench) mostly on corporate matters. Mr. Maheshwari has worked as a Company Secretary of Alpine Industries Limited from 1990 to 2003.

**Ms. Sunita Kishnani**

Ms. Sunita Kishnani, is an Independent Director of our Company. She has been appointed as an additional director on the Board of our Company with effect from August 25, 2017. She holds an M.B.A. degree from DAVV, Indore. She is also currently associated with easymedico, a pharma retail unit of Vinilok Solutions Private Limited as its whole time director (marketing).

**Mr. Durgalal Tuljaram Manwani**

Mr. Durgalal Tuljaram Manwani is an Independent Director of our Company. He has been appointed as an additional director on the Board of our Company with effect from August 25, 2017. He holds a bachelor's degree in Mechanical engineering from Indore Vishwavidyalaya and a MBA in Finance from DAVV, Indore. He also holds a doctorate in philosophy from Symbiosis International University, Pune. He has over 35 years of experience in precision manufacturing companies. He is also a visiting faculty member in various management institutes across India. He is also a managing director in Quantile Analytics Private Limited, Indore.

**Mr. Kasiviswanathan Mukundan**

Mr. Kasiviswanathan Mukundan is a Nominee Director of our Company nominated by the Selling Shareholder. He has been appointed on the Board of our Company with effect from January 25, 2016. He holds a bachelor's degree in technology from Jawaharlal Nehru Technology University. He is currently the CEO of UTI Capital Private Limited.

**Mr. Sunil Choksi**

Mr. Sunil Choksi is an Independent Director of our Company. He has been appointed as an additional director on the Board of our Company with effect from August 25, 2017. He holds a bachelor's degree in science from Indore Vishwavidhyalay. He has over 42 years of experience in Quality Control Management and is currently

the Managing Director of Choksi Laboratories Limited.

#### **Nature of any family relationship between our Directors**

Except as disclosed below, no other directors are termed as relatives within the meaning of section 2(77) of the Companies Act, 2013; none of our directors of our Company are related to each other.

<b>Name of Director</b>	<b>Relationship</b>
Mr. Laxminandan Amin	Uncle of Mr. Pratik Patel
Mr. Pratik Patel	Nephew of Mr. Laxminandan Amin

#### **We also confirm that:**

1. All of our directors are Indian nationals except Mr. Axel Shutte.
2. None of the above mentioned Directors are on the RBI List of willful defaulters as on the date of this Prospectus.
3. None of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies. None of our Promoter, Directors or persons in control of our Company, have been or are involved as promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by the SEBI.
4. None of our Directors are directors on the board of any company, which is a service provider to our Company.
5. Mr. Axel Shutte has been appointed as a non-executive director on our Board in furtherance to the technical collaboration and equity participation agreement dated February 3, 1995. However, the said agreement has ceased to be in force with effect from February 4, 2002.
6. Except as stated above in paragraph 5 above, there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors were selected as director or member of senior management.
7. There is no service contract entered into by the Directors with the Company providing for benefits upon termination of employment.
8. Further, none of our Directors is / was a Director of any listed Company which has been / was delisted from any Recognized Stock Exchange.

#### **Details of Borrowing Powers of our Directors**

Pursuant to a special resolution passed at the Annual General Meeting of our Company held on September 27, 2016 under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the Board of Directors of our Company is authorized to borrow monies from time to time in excess of aggregate of paid up capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of 200 Crores.

#### **Director's association with the Securities Market**

None of the Directors of our Company are associated with securities market.

#### **Terms of appointment of Managing Director and Whole-time Directors**

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force. Our Company has two Managing Directors and there are no whole-time directors in our Company. The terms of the appointment of our Managing Directors are set out below:

#### Mr. Laxminandan Amin

Particulars	Remuneration
Remuneration	Rs. 31,20,000 per annum plus Perquisites
Designation	Chairman and Managing Director
Re-appointment as Chairman cum Managing Director	With effect from April 1, 2014
Remuneration paid for F.Y. 2016-2017	Rs. 41,21,000 (including Perquisites)
Perquisites	Telephone & Mobile expenses Internet Connection Reimbursement of club fees (for two clubs) and actual entertainment expenses at the Club reasonably incurred for the purpose of the Company Medical Insurance Provident Fund contribution Gratuity Reimbursement of expenses incurred on behalf of Company.

#### Mr. Pratik Patel

Particulars	Remuneration
Basic Salary	Rs. 48,00,000 per annum plus Perquisites
Designation	Managing Director
Re-appointment as Managing Director	March 1, 2017
Remuneration paid for F.Y. 2016-2017	48,42,406 (including Perquisites)
Perquisites	Telephone & Mobile expenses Internet Connection Reimbursement of club fees (for two clubs) and actual entertainment expenses at the Club reasonably incurred for the purpose of the Company Medical Insurance Provident Fund contribution Gratuity Reimbursement of expenses incurred on behalf of Company.

#### Payment or benefit to Non-Executive Directors of our Company

Apart from the remuneration of our Executive Directors as provided under the heading "Terms of appointment of Managing Director and Whole-time Directors" above, our Non-Executive Directors are entitled to be paid a sitting fee as decided by our board of directors subject to the limits prescribed by the Companies Act, 2013 and the rules made thereunder and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

#### Shareholding of Directors in our Company

The details of the shareholding of our Directors as on the date of this Prospectus are as follows.

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre- Offer Capital (%)	Percentage of Post-Offer Capital (%)
1.	Laxminandan Amin	267385	2.79	2.26%
2.	Pratik Patel	1911465	19.96	16.15%
3.	Axel Schutte	770000	8.04	6.51%
	<b>Total</b>	<b>2948850</b>	<b>30.79</b>	<b>24.91</b>

## Interest of Directors

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles. The Executive Directors will be interested to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to their relatives or the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer. All of 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 said Equity Shares.

Our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners. For further details, please refer to the chapter titled "Related Party Transaction" beginning on page 196 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding 2 (two) years from the date of this Prospectus in which our Directors are interested directly or indirectly and no payments have been made to them in respect of such contracts, agreements or arrangements. For further details, please refer to chapter titled "Financial Information" beginning on page 198 of this Prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section "Shareholding of Directors in our Company" above, none of our Directors hold any Equity Shares, Preference 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 their relatives 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 Offer.

Other than as stated above and except as stated in the sections titled "Financial Information" and "Our Promoters and Promoter Group" beginning on pages 198 and 187 respectively of this Prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our Directors have been appointed to a place or office of profit in our Company. For further details, please refer to chapter titled "Our Management – Remuneration to Executive Directors" beginning on page 169 of this Prospectus.

Further, except as provided hereunder, our Directors are not interested in our Company in any manner:

Sr. No.	Name of Director	Interest and nature of interest
	Mr. Pratik Patel	Unsecured Loan given by Mr. Pratik Patel to our Company amounting to Rs. 1,72,27,347 as on July 31, 2017 at annual rate of interest of 12 percent per annum repayable in monthly installment of Rs. 50,000 each from August 2014.

## Other Confirmations

As on the date on this Prospectus:

1. There is no contingent or deferred compensation payable to any Director, Managing Director which has accrued for this year and payable in current or any future period.
2. There is no bonus or profit sharing plan for the Directors.
3. No amount or benefit has been paid or given within the 2 (two) preceding years or is intended to be paid or given to any of our Directors, except the normal remuneration for services rendered as

Directors.

### Changes in Our Company's Board of Directors during the last three (3) years

The changes in the Board of Directors of our Company in the last three (3) years are as follows:

Sr. No.	Name of the Director & Designation	Date of Appointment/ Reappointment/ Resignation	Reason
1	Mr. Narayanan Shadagopan Non Executive & Nominee Director	November 04, 2015	Resigned as a Nominee Director
2	Mr. Rohit Arvindbhai Patel Non-Executive Independent Director	March 26, 2015 August 25, 2017	Appointment as an Independent Director Resignation as a Director
3	Neerajbhai Desai Non-Executive Independent Director	March 26, 2015 August 25, 2017	Appointment as an Independent Director Resignation as a Director
4	Mr. Kasiviswanathan Mukundan Non Executive & Nominee Director	January 25, 2016	Appointment as a Nominee Director
6	Mr. BM Maheshwari Non Executive Independent Director	August 25, 2017	Appointment as an Independent Director
7	Mrs. Sunita Krishnani Non Executive Independent Director & Woman Director	August 25, 2017	Appointment as an Independent Director and Woman Director
8	Mr. Durgalal Manwani Non Executive Independent Director	August 25, 2017	Appointment as an Independent Director
9.	Mr. Sunil Choksi Non Executive Independent Director	August 25, 2017	Appointment as an Independent Director

### Compliance with Corporate Governance

The requirements pertaining to the composition of the Board of Directors as per Section 149 of Companies Act, 2013 and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees as per Section 177 & 178 of companies Act, 2013 will be applicable to our company on listing on EMERGE platform of NSE and shall be complied with prior to listing.

Our Board has been constituted in compliance with the Companies Act and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically. Our Board of Directors consist of 8 directors of which 4 are Non-Executive Independent Directors, and we have one women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013 read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Company has constituted the following committees:

### Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Relationship Committee

## 1. Audit Committee

The Audit Committee of our Board was constituted by our Directors by a Board resolution dated August 25, 2017 pursuant to Section 177 and other applicable provisions of Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Audit Committee is constituted with the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Brij Mohan Maheshwari	Chairman	Non-Executive Independent Director
Mr. Durgalal Manwani	Member	Non-Executive Independent Director
Mr. Sunil Choksi	Member	Non-Executive Independent Director
Mr. Pratik Patel	Member	Managing Director

Tushar Kharpade, our Company Secretary and Compliance Officer, is the secretary to Audit Committee.

The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

**A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit Committee shall be called by at least seven day's notice in advance.

**C. Powers of the Audit Committee:**

The powers of the Audit Committee include the following:

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

**D. Role of the Audit Committee:** The Role of Audit Committee together with its powers shall be as under:

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- Approving initial or any subsequent modification of transactions of the company with related parties;
- Scrutinizing inter-corporate loans and investments
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013 ;
  - changes, if any, in accounting policies and practices along with reasons for the same;



- c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions; and
  - g. modified opinion in the draft audit report.
- Reviewing, with the management, the quarterly/ half yearly 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/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, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
  - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - Discussing with the internal auditors any significant findings and follow up there on;
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  - Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
  - Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
  - Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
  - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

#### **E. Mandatory review by the Audit Committee**

The Audit Committee shall mandatorily review the following:

- a) management discussion and analysis of financial condition and results of operations;
- b) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c) management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) internal audit reports relating to internal control weaknesses; and
- e) the appointment, removal and terms of remuneration of the chief internal auditor.
- f) statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7)

Any member of the audit committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Audit Committee.

## **F. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of our Board was constituted by our Directors by a Board resolution dated August 25, 2017 pursuant to Section 178 and other applicable provisions of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines. Nomination and Remuneration Committee is constituted with the following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Ms. Sunita Kishnani	Chairman	Non-Executive Independent Director
Mr. Brij Mohan Maheshwari	Member	Non-Executive Independent Director
Mr. Durgalal Manwani	Member	Non-Executive Independent Director

Mr. Tushar Kharpade, our Company Secretary and Compliance Officer, is the secretary to Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

### **A. Tenure:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

### **B. Meetings:**

The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Remuneration Committee shall be called by at least seven day's notice in advance.

### **C. Terms of Reference:**

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
3. formulation of criteria for evaluation of performance of independent directors and our Board;
4. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
5. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
7. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
8. Decide the amount of Commission payable to the Whole time Directors.
9. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
10. To formulate and administer the Employee Stock Option Scheme.

The Chairman of the aforesaid committee is entitled to attend the General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to remuneration.

## 1. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of our Board was constituted by our Directors by a Board resolution dated August 25, 2017 pursuant to Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines. The Stakeholder Relationship Committee is constituted with the following directors:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Sunil Choksi	Chairman	Non-Executive Independent Director
Mrs. Sunita Kishnani	Member	Non-Executive Independent Director
Mr. Brij Mohan Maheshwari	Member	Non-Executive Independent Director

Mr. Tushar Kharpade, our Company Secretary and Compliance Officer, is the secretary to Stakeholders Relationship Committee.

The scope and function of the Shareholders Relationship Committee and its terms of reference shall include the following:

- A. **Tenure:** The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.-
- B. **Meetings:** The Stakeholder Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. **Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
  - Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
  - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.
  - Attending to requests from the shareholders for demat/ remat of shares.
  - Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
  - Considering and resolving grievances of the security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual report and non-receipt of declared dividends.
  - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
  - Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
  - Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.
  - Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

**Policy on disclosure and internal procedure for prevention of Insider Trading**

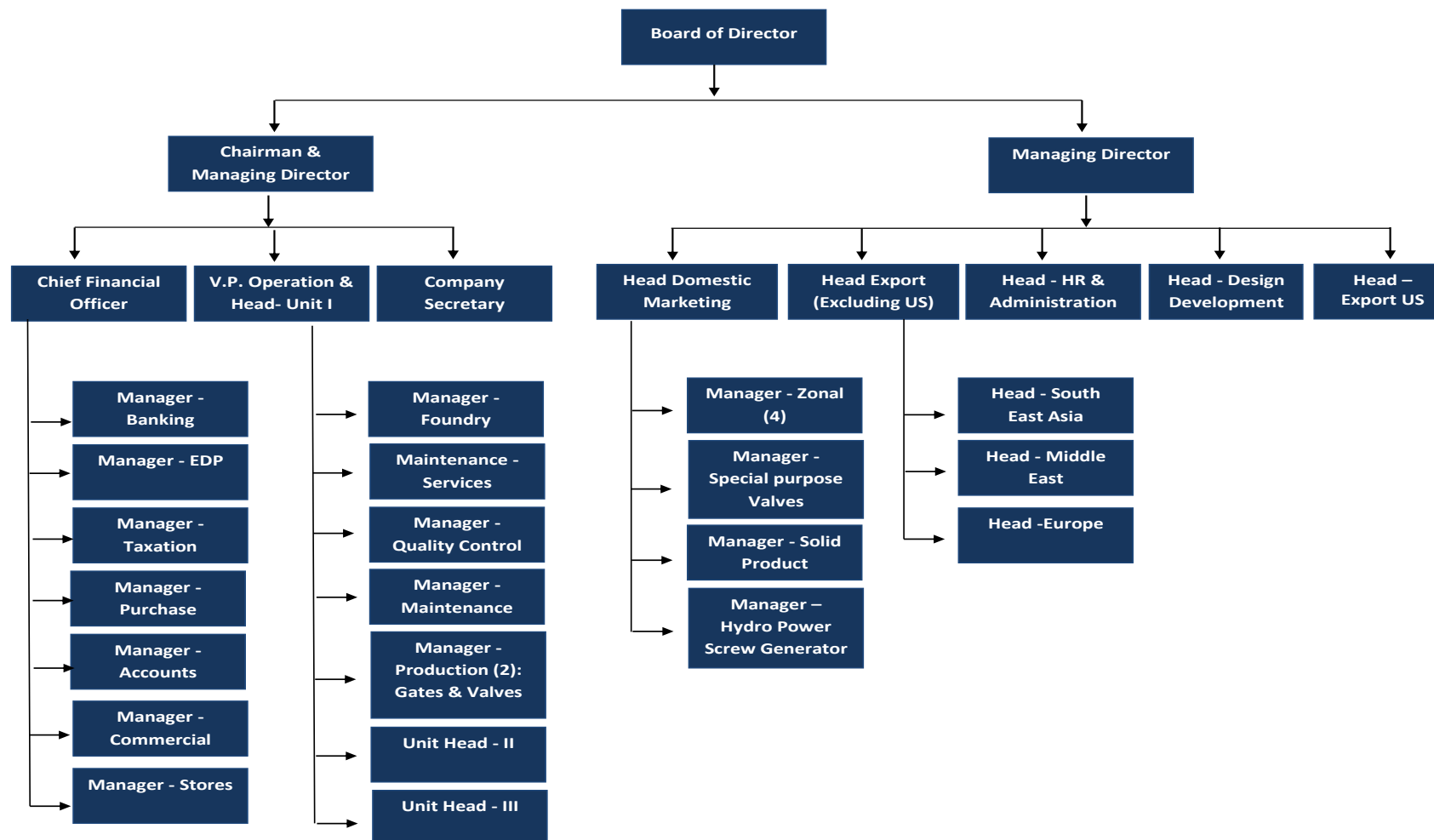
The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE Platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on EMERGE Platform of NSE. Further, Board of Directors at their meeting held on August 25, 2017 have approved and adopted the policy on insider trading in view of the proposed public issue.

Mr. Tushar Kharpade, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

**Policy for determination of materiality and materiality of related party transactions and on dealing with Related Party Transactions:**

The provisions of the Listing Regulations will be applicable to our Company immediately upon the listing of Equity Shares of our Company on EMERGE Platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended on listing of Equity Shares on the EMERGE Platform of NSE. The Board of Directors at their meeting held on August 25, 2017 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

## Management Organizational Structure



## **Profiles of our Key Managerial Personnel**

The details of the Key Managerial Personnel as on the date of this Prospectus are set out below.

### **Mr. Laxminandan Amin**

Mr. Laxminandan Amin is the Chairman and Managing Director of our Company. For further details, in relation to Mr. Laxminandan Amin, please see "Our Management – Brief Biographies of the Directors" beginning on page 169.

### **Mr. Pratik Patel**

Mr. Pratik Patel is the Managing Director of our Company. For further details, in relation to Mr. Pratik Patel, please see "Our Management – Brief Biographies of the Directors" beginning on page 169.

### **Mr. Dharmendra Jain**

Mr. Dharmendra Jain, is the Chief Financial Officer of our Company and has been associated with our Company since last 11 years. He is a fellow member of the Institute of Chartered Accountants of India (ICAI) and also holds a bachelor's degree in science from Mohanlal Sukhadia University, Udaipur. He has over 25 years of experience in finance & accounts. During the financial year 2016-2017, he was paid a gross compensation of Rs. 20.06 lakhs.

### **Mr. Tushar Kharpade**

Mr. Tushar Kharpade, is the Company Secretary of our Company and has been associated with our Company since last five months. He is a member of the Institute of Company Secretary of India (ICSI) and also holds a graduate degree in commerce from DAVV, Indore. He has been newly appointed as company secretary and looks after all the legal and secretarial work of the company. He has an experience of 7 years in corporate laws, secretarial and legal work, FEMA compliances and project financing. Prior to joining our Company, he was associated with Indo Toolings Private Limited, a JBM Group Company. Since he joined our Company with effect from April 3, 2017, he has not drawn any remuneration for the financial year 2016-2017.

### **Mr. Bhuvanesh Chandra Pandey**

Mr. Bhuvanesh Chandra Pandey, is the Vice President, Operation and Head Unit I of our Company and has been associated with our Company since 2 years. He holds a bachelor's degree in electrical engineering from Shivaji university, Kolhapur. He has wide experience relating to P&L handling, PPC, SCM and Purchase, Manufacturing, HR, Design and Quality. During the financial year 2016-2017, he was paid a gross compensation of Rs. 37.18 lakhs.

### **Mr. Hosagrhar Nanjundiah Nagaraj**

Mr. Hosagrhar Nanjundiah Nagaraj, is the Head Domestic Marketing of our Company and has been associated with our Company since last 15 years. He holds a bachelor's degree in mechanical engineering from Indore University and also completed MBA from DAVV University, Indore. He has over 42 years of experience in the field of Production, Operations and Marketing. Prior to joining our Company, he was associated with Precision Gears (Indore) Pvt Ltd for more than 25 years. During the financial year 2016-2017, he was paid a gross compensation of Rs. 23.5 lakhs.

### **Mr. Durgesh Kumar Tiwari**

Mr. Durgesh Kumar Tiwari, is the Head - Design Development of our Company and has been associated with our Company since last 1 year. He holds a Bachelor degree in Mechanical Engineering and Post graduate certification in management from Strathclyde University, Glasgow. He has wide experience in Design and Engineering, Repair and Refurbishment services, Strategic Planning, Project Management, Cost Control and Business Development. During the financial year 2016-2017, he was paid a gross compensation of Rs. 32 lakhs.

### **Mr. Ashok Kumar Jain**

Mr. Ashok Kumar Jain, is the Head Human Resource & Administration of our Company and has been associated with our Company since 10 years. He holds a masters degree in Commerce from Vikram University, Ujjain. He has over 34 years of experience. During the financial year 2016-2017, he was paid a gross compensation of Rs. 10.35 lakhs.

### **Mr. Chandresh Kumar Pareek**

Mr. Chandresh Kumar Pareek, is the Head of Export (excluding US) of our Company and has been associated with our Company since last 35 years. He is graduate in Mechanical Engineering. He has over 35 years of experience in Design, Cost Estimation & Marketing in the Industry for all kind of water control gates. During the financial year 2016-2017, he was paid a gross compensation of Rs. 16.73 lakhs.

### **Mr. Nimesh Anirudha Das**

Mr. Nimesh Anirudha Das, is the Head Export (United States) of our Company and has been associated with our Company since last 2 months. He holds a degree in Bachelor of Mechanical Engineering from DAVV University and also completed Post Graduation in Marine Engineering from Marine Engineering & Research Institute, Mumbai. He has wide experience in the field of Project Management and Marine Operation and maintenance. During the financial year 2016-2017, he was paid a gross compensation of Rs. 18 lakhs.

### **Status of Key Management Personnel in our Company**

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

### **Shareholding of Key Management Personnel in our Company**

Except as disclosed below, none of the Key Management Personnel holds Equity Shares in our Company as on the date of this Prospectus.

<b>Sr. No.</b>	<b>Name of the Shareholder</b>	<b>No. of Equity Shares</b>	<b>Percentage of Pre-Offer Capital (%)</b>
1	Mr. Laxminandan Amin	267385	2.79%
2	Mr. Pratik Patel	1911465	19.96%
3	Mr. Bhuvanesh Pandey	7500	0.08%
4	Mr. Dharmendra Jain	7500	0.08%
5	Mr. Durgesh Tiwari	7500	0.08%
6	Mr. Hosagrhar Nanjundiah Nagaraj	7500	0.08%
	<b>Total</b>	<b>2208850</b>	<b>23.07%</b>

### **Bonus or profit sharing plan of the Key Managerial Personnel**

Our Company does not have a performance linked bonus or a profit sharing plans for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel's of our Company.

### **Interests of Key Management Personnel**

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration and their shareholding in the company or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.



### **Payment of Benefits to Officers of Our Company (*non-salary related*)**

Except as disclosed in the heading titled "Annexure"- 34 Restated statement of *Related Party Transactions*" in the section titled "*Financial Information*" beginning on page 250 of this Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "*Financial Information*" beginning on page 198 of this Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

### **Retirement Benefits**

Except as provided for in the terms of appointment, our Company does not provide any specific retirement benefits.

### **Relationship amongst the Key Managerial Personnel of our Company**

Except as disclosed as disclosed below, there is no family relationship amongst the Key Managerial Personnel of our Company.

<b>Name of Key Managerial personnel</b>	<b>Relationship</b>
Mr. Laxminandan Amin	Uncle of Mr. Pratik Patel
Mr, Pratik Patel	Nephew of Mr. Laxminandan Amin

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

Other than as disclosed above under "*Our Management - Relationship amongst the Key Managerial Personnel*" on page 169, none of the relatives of our Directors currently hold any office or place of profit in our Company.

### **Relationship between the Directors and Key Managerial Personnel**

Except as disclosed in chapter titled "*Our Management – Nature of any family relationship between our Directors*" beginning on page 169 of this Prospectus, there are no family relationships between the Directors and Key Managerial Personnel of our Company.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

### **Details of Service Contracts of the Key Managerial Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### **Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

### **Loans availed by Directors / Key Managerial Personnel of our Company**

None of the Directors or Key Managerial Personnel's have availed loan from our Company which is outstanding as on the date of this Prospectus.

### **Contingent or Deferred Compensation**

None of our Key Managerial Personnel have received or are entitled to any contingent or deferred compensation.

### **Changes in Our Company's Key Managerial Personnel during the last three (3) years**

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:

<b>Sr. No.</b>	<b>Name of the Key Managerial Personnel &amp; Designation</b>	<b>Date of Appointment/ Resignation</b>	<b>Reason</b>
1.	Mr. Pradeep Gupta	December 08, 2014	Appointed as a Company Secretary
		July 23, 2015	Resignation as a Company Secretary
2.	Mr. Jayesh Pandya	September 01, 2015	Appointed as a Company Secretary
		November 28, 2016	Resignation as a Company Secretary
3.	Mr. Tushar Kharpade	April 03, 2017	Appointed as a Company Secretary & Compliance Officer

## OUR PROMOTERS AND PROMOTER GROUP

### OUR PROMOTERS

The Promoters of our Company are Mr. Laxminandan Amin, Mr. Pratik Patel, Mrs. Bhairavi Patel and Mr. Harsh Patel. As on the date of this Prospectus, the Promoters hold 28,81,158 Equity Shares in aggregate, which is equivalent to 30.09% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company.

#### The Brief profile of our Promoters is as under:

##### Mr. Laxminandan Amin



Mr. Laxminandan Amin, aged 80 years, is one of the co-founder/Promoter and the Chairman and Managing Director of our Company. He is an Indian National and has been a Director since incorporation of our Company. He holds a bachelor's degree in Mechanical engineering from Sardar Patel University, Vallabh Vidyanagar, Gujarat. He has the responsibility of managing the overall functions of the company. His elongated knowledge, extensive skills and practices have facilitated in the immense development of the company. He has been associated with our Company since incorporation and was reappointed as the Managing Director of our Company with effect from April 1, 2014 for a period of 5 years.

**Nationality:** Indian

**PAN:** ACQPA1201P

**Passport No:** M0007498

**Address:** 149, Kanchan Baug, Indore 452003, Madhya Pradesh

##### Mr. Pratik Patel



Mr. Pratik Patel, aged 53 years, is the Promoter and Managing Director of our Company. He has been a Director of our Company since 22 years. He holds a bachelor's degree in Production engineering from Sardar Patel University, Vallabh Vidhyanar, Gujarat and a degree in M.B.A. (Finance) from Devi Ahilya University, Indore. He has wide experience in the marketing and designing of engineering products and his areas of expertise are Marketing, Product development, Engineering and Design in our Company. He has been instrumental in the growth of our company by adding new products and by planning and executing various acquisitions done by the company. He was reappointed as the Managing Director of our Company with effect from March 1, 2017 for a period of 5 years.

**Nationality:** Indian

**PAN:** ADMPP8026E

**Passport No:** Z3700492

**Address:** 150-B Kanchan Baug, South Tukoganj, Indore 452003, Madhya Pradesh

##### Ms. Bhairavi Patel



Ms. Bhairavi Patel, aged 50 years, is Promoter of our Company and is wife of Mr Pratik Patel. She holds a bachelor's degree in Home science (Clothing and Textiles) from Maharaja Sayajirao University, Gujarat. She is currently a partner in Jash Flowcon Engineers, Indore.

**Nationality:** Indian

**PAN:** ALFPP4989F

**Passport No:** Z3111443

**Address:** 150-B Kanchan Baug, South Tukoganj, Indore 452003, Madhya Pradesh

##### Mr. Harsh Patel



Mr. Harsh Patel, aged 24 years, is the Promoter of our Company and has worked in the company for 2 years after completion of his bachelor's degree in Production engineering from Manipal Institute of Technology, Manipal University, Karnataka. He is presently pursuing his MBA from Marshall School of Business, University of Southern California, Los Angeles, USA. He has been instrumental in estimation, engineering and design work related to new products like screw pumps and hydropower screws and for US business.

**Nationality:** Indian

**PAN:** BRBPP5218A

**Passport No:** H8506234

**Address:** 150-B Kanchan Baug, South Tukoganj, Indore 452003, Madhya Pradesh

For further details relating to Mr. Laxminandan Amin and Mr. Pratik Patel, including terms of appointment, please refer to chapter titled "Our Management" beginning on page 169 of this Prospectus.

### **Interest of Promoters**

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and the dividend receivable, if any and other distributions in respect of the equity shares held by them. For details regarding shareholding of our Promoters in our Company, please refer to the chapter titled "Capital Structure" beginning on page 68 of this Prospectus.

Some of our Promoters may also be deemed to be interested in our Company to the extent of their shareholding in our Group Companies and which our Company transacts during the course of its operations.

Some of our Promoters are the Directors of our Company and may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act, and in terms of the agreements entered into with our Company, if any, and AoA of our Company. For details, please refer to the chapters titled "Our Management", "Financial Information" and "Capital Structure" beginning on pages 169, 198 and 68 of this Prospectus.

Our Promoters do not have any other interest in any property proposed to be acquired by our Company in a period of two years before filing this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Other than as disclosed in our Financial Statements, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of this Prospectus. For details of related party transactions entered into by our Company during last financial year with our Promoters and Group Companies, the nature of transactions and the cumulative value of transactions, please refer to the chapter titled "Related Party Transactions" beginning on page 196 of this Prospectus.

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

Save and except as disclosed in the chapter titled, "Our Promoter and Our Promoter Group" and "Our Group Companies" beginning on page 187 and 192 respectively of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

### **Related Party Transactions**

For details of related party transactions entered by our Promoters, members of our Promoter Group and our Company during the last financial year, the nature of transactions and the cumulative value of transactions, refer to the chapter titled "Related Party Transactions" beginning on page 196 of this Prospectus.

### **Payment of benefits to our Promoters**

Except as stated in the chapter titled "Related Party Transactions" and "Our Management" beginning on pages 196 and 169 respectively, there has been no payment of benefits to our Promoters during the two years preceding the date of filing of this Prospectus.

### Companies with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated with any company or firm during the three years preceding the date of filing of this Prospectus:

1. The shares held by Mr. Pratik Patel and Mrs. Bhairavi Patel in Schutte Meyer India Private Limited have been bought back by the company vide a special resolution passed by its members at their extra ordinary general meeting held on June 27, 2017.
2. Mr. Pratik Patel has resigned from Schutte Meyer India Private Limited and Shutte Meyer Ashwath Alloys Pvt. Ltd. as a director with effect from August 18, 2017.

### Changes in Control

Except as stated in the chapter titled "Our Management -Changes in our Company's Board of Directors during the last three (3) years and Changes in our Company's Key Managerial Personnel during the last three (3) years" beginning on page 169 of this Prospectus, there has been no change in the management or control of our Company in the last three years.

### OUR PROMOTER GROUP

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

#### A. Individuals who are immediate relatives of our Promoters:

Relationship with Promoters	Laxminandan Amin	Pratik Patel	Bhairavi Patel	Harsh Patel
Father	Late Shri. Dadubhai Amin	Late Shri. Navinchandra Patel	Shri. Jatin Patel	Mr. Pratik Patel
Mother	Late Smt. Savita Ben Amin	Late Smt. Kokilaben Patel	Late Smt. Bhavini Patel	Bhairavi Patel
Brother	Shri. Dinesh Amin	N.A.	N.A.	N.A.
Sister	Kundan Patel	Mrs. Swati Desai Mrs. Hirni Amin	Mrs. Ditti Patel	N.A.
Spouse	Late Jyotsna Amin	Bhairavi Patel	Pratik Patel	N.A.
Son	Late Rakesh Amin & Rasesh Amin	Harsh Patel	Harsh Patel	N.A.
Daughter	Mrs. Avani Patel	N.A.	N.A.	N.A.
Spouse's Father	Late Jash Bhai Patel	Shri. Jatin Patel	Late Shri. Navinchandra Patel	N.A.
Spouse's Mother	Late Leela Ben Patel	Smt. Bhavini Patel	Late Smt. Kokilaben Patel	N.A.
Spouse's Brother	Late Shri. Navin Patel Shri Suresh Patel Shri Pravin Patel Shri Girish Patel Late Shri Udayan Patel	N.A.	N.A.	N.A.
Spouse's Sister	Smt. Shreedevi Patel Smt. Shaila Patel Smt. Neeti Patel	Smt. Ditti Patel	Mrs. Swati Desai Mrs. Hirni Amin	N.A.

#### B. Entities and Body Corporate forming part of our Promoter Group:

The entities and body corporate forming part of the Promoter Group are as follows:

1. Patamin Investments Private Limited
2. Micro Flat Datums Private Limited
3. Jash Precision Tools Limited
4. M/s. Jash Flowcon Engineers
5. G. J. Patel HUF
6. Pratik N. Patel HUF
7. Laxminandan D. Amin HUF

**C. Other Natural Persons forming part of our Promoter Group:**

The other natural persons forming part of our Promoter Group are as under:

1. Mr. Rohit Patel
2. Mrs. Shridevi Patel
3. Mr. Rhutvik Patel
4. Mr. Rohan Patel
5. Mrs. Payal R. Patel
6. Mrs. Kajal Patel
7. Mr. Suresh Patel
8. Mrs. Geeta Patel
9. Mrs. Tejal Desai
10. Mrs. Pallavi Patel
11. Mr. Rahul Patel
12. Mr. Girish Patel
13. Mrs. Shakuntala Patel
14. Mrs. Jesal Patel
15. Ms. Kruti Patel
16. Mr. Pravin Patel
17. Mrs. Rekha Patel
18. Mrs. Ekta C. Patel
19. Mr. Chintan Patel
20. Mrs. Swati N. Desai
21. Mrs. Archana Amin
22. Mr. Rasesh Amin
23. Ms. Mitali Amin
24. Mr. Kartik Amin
25. Mrs. Avani Patel
26. Mr. Utpal Patel

**Relationship of Promoters with our Directors**

Except as disclosed herein, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2(77) of the Companies Act, 2013.

Promoters	Directors	Relationship
Mr. Laxminandan Amin	Mr. Pratik Patel	Uncle of Mr. Pratik Patel
Mr. Pratik Patel	Mr. Laxminandan Amin	Nephew of Mr. Laxminandan Amin
Mrs. Bhairavi Patel	Mr. Pratik Patel	Wife of Mr. Pratik Patel
Mr. Harsh Patel	Mr. Pratik Patel	Son of Mr. Pratik Patel

**Litigation involving our Promoters**

For details of legal and regulatory proceedings involving our Promoters, please refer to the chapter titled "Outstanding Litigation and Material Developments" on page 363 of this Prospectus.

Our Company, our Promoters and their relatives (as defined under Companies Act, 2013) have not been identified as wilful defaulters in terms of the SEBI (ICDR) Regulations. Further, 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 Promoter Group entities have not been prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in this Prospectus, our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.



## OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of "group companies", our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standards 18 issued by the Institute of Chartered Accountants of India and such other companies as considered material by our Board. Pursuant to a resolution dated August 25, 2017, our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature.

For avoidance of doubt, it is clarified that our subsidiaries shall not be considered as group companies. The details of our group companies are provided below:

### A. Patamin Investments Private Limited

#### *Corporate Information*

Patamin Investments Private Limited ("**PIPL**") was originally incorporated as a private company limited by shares under the Companies Act, 1956 with the name Jash-Schutte Components Private Limited on December 20, 1995. The name of PIPL was changed to Patamin Investments Private Limited pursuant to a special resolution passed by the shareholders of PIPL and the approval of the Central Government in writing by its order dated September 16, 2008 under Section 21 of the Companies Act, 1956. The registered office of the Company is located at 150-B, Kanchan Bagh, South Tukoganj, Indore 452001, Madhya Pradesh. PIPL is engaged in the business of investment in shares and properties. The CIN of PIPL is U29120MP1995PTC010279.

The Authorized capital of PIPL is Rs. 25,00,000 (Rupees Twenty Five Lakh) divided into 2,50,000 equity shares of Rs. 10 each. The paid up capital of the Company is Rs. 4,50,000 (Rupees Four Lakh Fifty Thousand) divided into 45,000 equity shares of Rs. 10 each.

The Directors of PIPL are Mr. Pratik Patel and Mr. Rasesh Amin.

#### *Interest of our Promoters*

- 1) Mr. Pratik Patel, our Promoter and Managing Director is also a director and holds 3,865 shares constituting 8.59 percent of the paid up share capital in PIPL.
- 2) Mrs. Bhairavi Patel our Promoter and wife of Mr. Pratik Patel holds 4,530 shares constituting 10.07 percent of the paid up share capital in PIPL.

#### *Financial Information*

*(in Rs.lakhs except per share data)*

Particulars	For the Financial Year		
	2017	2016	2015
Equity Capital	4.50	4.50	4.50
Reserves (excluding revaluation reserves) and Surplus	186.82	164.36	142.87
Revenue from Operations and Other Income	52.73	50.20	58.16
Profit/(Loss) after Tax	22.47	21.49	25.15
Basic EPS (in Rs)	49.92	47.75	55.90
Diluted EPS (in Rs)	49.92	47.75	55.90
Net asset value per share (in Rs)	515.16	465.24	417.49

## B. Micro Flat Datums Private Limited

### *Corporate Information*

Micro Flat Datums Private Limited ("MFDPL") was originally incorporated as a private company limited by shares under the Companies Act, 1956 on April 4, 1997. The registered office of the Company is located at Zone D-3, Plot No. 25-26, GIDC, Vithal Udyognagar, Vallabh Vidyanagar 388121, Gujarat. MFDPL is engaged in the business of manufacturing & supply of precision inspection & measuring equipments and small casting. The CIN of MFDPL is U29224GJ1997PTC032046.

The Authorized capital of MFDPL is Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 equity shares of Rs. 10 each. The paid up capital of the Company is Rs. 89,70,000 (Rupees Eighty Nine Lakh Seventy Thousand) divided into 8,97,000 equity shares of Rs. 10 each.

The Directors of MFDPL are Mr. Rohit Arvindbhai Patel, Mrs. Pallavi Udyan Patel and Mr. Rohan Rohitbhai Patel.

### *Interest of our Promoters*

- 1) Mr. Pratik Patel, our Promoter and Managing Director holds 120000 shares constituting [13.38] percent of the paid up share capital in MFDPL.
- 2) Mrs. Bhairavi Patel our Promoter and wife of Mr. Pratik Patel holds 10000 shares constituting [1.11] percent of the paid up share capital in MFDPL.
- 3) Mr. Laxminandan Amin, our Promoter, Chairman and Managing Director holds 127500 shares constituting 14.21 percent of the paid up share capital in MFDPL.

### *Financial Information*

(in Rs.lakhs except per share data)

Particulars	For the Financial Year		
	2017	2016	2015
Equity Capital	89.70	89.70	89.70
Reserves (excluding revaluation reserves) and Surplus	149.71	120.69	83.77
Revenue from Operations and Other Income	891.79	1029.90	397.14
Profit/(Loss) after Tax	41.16	43.91	2.10
Basic EPS (in Rs)	4.59	4.89	0.23
Diluted EPS (in Rs)	4.59	4.89	0.23
Net asset value per share (in Rs)	26.69	23.46	19.34

## C. Jash Precision Tools Limited

### *Corporate Information*

Jash Precision Tools Limited ("JPTL") was originally incorporated as a private company limited by shares under the Companies Act, 1956 with the name Jash Precision Tools Private Limited on February 1, 1990. The name of JPTL was changed to Jash Precision Tools Limited pursuant to conversion of JPTL into a public company limited by shares by a special resolution passed by the shareholders of JPTL at its Annual General Meeting held on September 30, 1996. The registered office of the Company is located at 87-Industrial Estate, Pologround, Indore 452018, Madhya Pradesh. JPTL is engaged in the business of manufacturing & supply of Precision Inspection & measuring equipments. The CIN of JPTL is U28939MP1990PLC005689.

The Authorized capital of JPTL is Rs. 4,50,00,000 (Rupees Four Crore Fifty Lakh only) divided into 45,00,000 equity shares of Rs. 10 each. The paid up capital of the Company is Rs. 3,26,00,000 (Rupees

Three Crore Twenty Six Lakhs) divided into 32,60,000 equity shares of Rs. 10 each.

The Directors of JPTL are Mr. Suresh Kumar Patel, Mr. Rasesh Amin and Mrs. Archana Amin.

*Interest of our Promoters*

- 1) Mr. Pratik Patel, our Promoter and Managing Director holds [63332] shares constituting [1.94] percent of the paid up share capital in JPTL.
- 2) Mrs. Bhairavi Patel our Promoter and wife of Mr. Pratik Patel holds [102380] shares constituting [3.14] percent of the paid up share capital in JPTL.
- 3) Mr. Laxminandan Amin, our Promoter, Chairman and Managing Director holds [10600] shares constituting [0.32] percent of the paid up share capital in JPTL.
- 4) Our Group Company Patamin Investments Private Limited, in which three of our Promoters Mr. Pratik Patel, Mrs. Bhairavi Patel and Mr. Laxminandan Amin are shareholders, holds [560000] shares constituting [17.18] percent of the paid up share capital in JPTL.

*Financial Information*

(in Rs.lakhs except per share data)

Particulars	For the Financial Year		
	2017	2016	2015
Equity Capital	326.00	289.95	289.95
Reserves (excluding revaluation reserves) and Surplus	388.40	396.19	390.94
Revenue from Operations and Other Income	1177.35	1066.80	1110.83
Profit/(Loss) after Tax	21.09	5.94	46.83
Basic EPS (in Rs)	0.65	0.20	1.62
Diluted EPS (in Rs)	0.65	0.20	1.62
Net asset value per share (in Rs)	21.91	23.66	23.48

*Nature and Extent of Interest of our Group Entities*

PIPL is a shareholder of our Company holding 8,000 equity shares constituting 0.08% of the paid up share equity capital of our Company. Further, the Promoters of PIPL Mr. Pratik Patel, Mrs. Bhairavi Patel and Mr. Laxminandan Amin are also the Promoters of our Company.

The Promoters of MFDPL Mr. Pratik Patel, Mr. Laxminandan Amin and Mrs. Bhairavi Patel are also the Promoters of our Company. Further, one of the shareholders of MFDPL Mr. Rasesh Amin is also a shareholder in our Company. Mr. Rohit Patel, director of MFDPL is also a shareholder of our Company.

The Promoters of JPTL Mr. Pratik Patel, Mr. Laxminandan Amin and Mrs. Bhairavi Patel are also the Promoters of our Company. Further, three of the shareholders of JPTL Mr. Rasesh Amin, Mr. Laxminandan Amin (HUF) and PIPL are also shareholders in our Company.

For more details on the shareholding of the above mentioned entities in our Company, please refer to the chapter titled "Capital Structure" beginning on page 68 of this Prospectus.

Except as stated above and as disclosed in the chapter titled "Capital Structure", "Financial Information" and "Related Party Transactions" beginning on pages 68, 198 and 196 of this Prospectus, and to the extent of shareholding of our Group Companies in our Company, if any, none of our Group Companies are interested in the Promotion of our Company. Our Group Companies do not have any other interest in our Company, including in relation to property or land acquired by our Company.

### ***Common Pursuits amongst the Group Entity and our Company***

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

### ***Confirmation***

None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies has made any public or rights issue of securities in the preceding three years.

Our Group Company has not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them.

Our Group Companies have not been declared sick companies under the SICA. Additionally Our Group Companies have not been restrained from accessing the capital markets for any reasons by SEBI or any other governmental authorities. There is no winding up proceedings against any of our Group Companies.

### ***Litigation***

For details related to litigations and regulatory proceedings involving our Group Companies and defaults made by them, please refer to the chapter titled "Outstanding Litigations and Material Developments" beginning on page 363 of this Prospectus.

### ***Disassociation by our Promoters in the last three years***

Our Promoters have not disassociated themselves from any of the group companies during the last three years preceding the date of this Prospectus.

### ***Negative Networth***

Our Group Companies do not have negative networth as on the date of their respective last audited financial statements.

### ***Defunct / Struck Off Companies***

Our Group Companies have not become defunct or struck – off in the five years preceding the filing of Prospectus

### ***Sales/Purchases between our Company and Group Companies***

Other than as disclosed in the chapter titled "Related Party Transactions" beginning on page 196 of this Prospectus, there are no sales/purchases between our Company and the Group Companies.

### ***Payment or Benefit to our Group Companies***

Except as stated in the chapter titled "Related Party Transactions" beginning on page 196 of this Prospectus, there has been no payment of benefits to our Group Companies during the financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 nor is any benefit proposed to be paid to them.

## **RELATED PARTY TRANSACTIONS**

For details of the related party disclosures, as per the requirements under Accounting Standard 18 'Related Party Disclosures' issued by the Institute of Chartered Accountants in India and as reported in the Restated Financial Statements, see "Financial Information" on page 198.

## DIVIDEND POLICY

Our Company does not have a formal dividend policy. The declaration and payment of dividends will be recommended by the Board and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to the results of operations, financial condition, capital requirements and surplus, applicable legal restrictions, and other factors considered by the Board.

The declaration of the dividend will however always be at the sole discretion of the Board (subject to the approval by the shareholders of the Company) who will review this policy periodically keeping in mind the business environment and requirements of the Company. For details of risks in relation to our capability to pay dividend, see *"Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements and Business Scenario in which we are currently operating as well as new segment in which we may enter, while considering the International and Domestic Business conditions"* on page 17.

The details of dividend paid by our Company in the last five Financial Years are given below:

	2017*	2016	2015	2014	2013**
No. of Equity Shares	95,75,400	95,75,400	95,75,400	95,75,400	95,75,400
Dividend per Equity Share (in Rs.)*	2.00	2.00	1.60	1.40	0.80
Rate of dividend	20%	20%	16%	14%	8%
Total dividend (in Rs. lakhs)	191.50	191.50	153.21	134.05	67.52
Dividend Tax (in Rs. lakhs)	27.99	27.99	25.69	18.19	10.95

\*The Board of Directors of the Company in their meeting held on July 25, 2017 has recommended a final dividend of Rs. 2 per fully paid up equity share of 10 each, aggregating to Rs 21,949,875 including dividend distribution tax for the year ended 31 March 2017, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.

\*\*Our Company had declared an interim dividend of 8% on pro rata basis i.e. Rs. 0.8/- per share of Rs.10/- each in the FY2013.

Our past practices with respect to the declaration of dividend are not necessarily indicative of our future dividend declaration.

## SECTION V – FINANCIAL INFORMATION

### RESTATED CONSOLIDATED SUMMARY

To  
The Board of Directors,  
Jash Engineering Limited  
31, Sanwer Road Industrial Area,  
Sector-C, Indore,  
Madhya Pradesh- 452015

**Auditor's Report on Restated Consolidated Financial Information in connection with proposed Initial Public Offer of Equity Shares on the SME Platform of National Stock Exchange of India Limited (the "Proposed Offer")**

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Jash Engineering Limited ("the Holding Company" or "the Company") and its subsidiaries (collectively known as "Group") which comprises the Restated Consolidated Summary Statement of Assets and Liabilities as at 31 March 2017, 2016, 2015, 2014 and 2013, the Restated Consolidated Summary Statement of Profit and Loss, Restated Consolidated Summary Statement of Cash Flows (collectively referred as "Restated Consolidated Financial Information") and other financial information (as described in more detail in paragraph 7(e) below, referred as "other consolidated financial information"), for the each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013, as approved by the Board of Directors of the Company prepared in terms of the requirements of :
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"); and
  - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

The preparation of the Restated Consolidated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 11 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Restated Consolidated Financial Information taking into consideration:
  - a) the terms of our engagement agreed upon with you in accordance with our engagement letter dated 11 August 2017 in connection with the Proposed Offer of the Company; and
  - b) the Guidance Note on Reports in Company Prospectuses (Revised 2016) ("the Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI").
3. These Restated Consolidated Financial Information have been compiled by the management from the Audited Consolidated Financial Statements of the Company as at and for each of the years ended 31 March 2017 and 31 March 2016 which have been approved by Board of Directors of the Company at their meetings held on 25 July 2017 and 29 July 2016 respectively.
4. The Company was not required to prepare the consolidated financial statements of the Company for the years ended 31 March 2015, 31 March 2014 and 31 March 2013 under the Companies Act, 2013/1956. The audited consolidated financial statements for these years have been approved by the Board of Directors in their meeting held on 25 August 2017, for the preparation of Restated Consolidated Financial Information.



5. We have not examined any financial information of the Company as of any date or for any period subsequent to 31 March 2017. Accordingly, we do not express any opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to 31 March 2017.
6. a) We did not examine the financial statements of one subsidiary, for the financial years ended 31 March 2017, 2016, 2015, 2014 and 2013 whose share of total assets, total revenues, and net cash flows and Group's share of net profit/loss, included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:

**(Rs. in lakhs)**

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Total assets	640.72	734.05	541.24	402.84	340.53
Total revenue	1,225.08	882.72	576.73	737.86	544.38
Net cash inflows/(outflows)	2.54	(17.03)	62.16	4.09	(3.11)
Group's share of net profit	117.65	97.68	45.16	63.48	66.82

The financial statement have been audited by another firm of Chartered Accountants i.e. M/s Arora Banthia & Tulsian, whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in these Restated Consolidated Financial Information are based solely on the report of other auditor.

- b) We or any other auditor did not audit the financial statements of one subsidiary, for the financial years ended 31 March 2017, 2016, 2015, 2014 and 2013, and two subsidiaries for the financial years ended 31 March 2017 and 31 March 2016, and period ended 31 March 2015, whose share of total assets, total revenues, and net cash flows and Group's share of net profit/loss, included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:

**(Rs. in lakhs)**

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Total assets	2,526.69	446.33	366.70	218.66	160.99
Total revenue	1,112.00	411.29	518.58	247.18	174.19
Net cash inflows/(outflows)	3.39	40.06	59.33	(2.68)	1.68
Group's share of net profit/loss	(84.11)	64.16	(39.02)	(97.50)	(166.47)

These have been prepared by the management of the Company in accordance with the accounting principles generally accepted in India, and our opinion in so far as it relates to the amounts included in these Restated Consolidated Financial Information are based solely on the representation made by you.

The auditor of the subsidiary and the management of the Holding Company have confirmed that the restated consolidated financial information and other financial information:

- have been compiled after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
- have been compiled after incorporating adjustments for the material amounts (as enumerated in Annexure 6A) in the respective financial years to which they relate;
- and do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.

7. In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:
- a. The Restated Consolidated Summary Statement of Assets and Liabilities of the Company as at 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure 1 to this report, have been arrived at after making adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in Restated Consolidated Statement of Significant Accounting Policies, Restated Consolidated Summary Statement of Notes to the Restated Summary Statements of the Company and Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Consolidated Financial Statements in Annexures 4, 5 and 6 respectively.
  - b. The Restated Consolidated Summary Statement of Profit and Loss of the Company for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure 2 to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Restated Consolidated Summary Statement of Significant Accounting Policies, Restated Consolidated Summary Statement of Notes to the Restated Summary Statements of the Company and Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Consolidated Financial Statements in Annexures 4, 5 and 6 respectively.
  - c. The Restated Consolidated Summary Statement of Cash Flows of the Company for each of the years ended 31 March 2017, 2016, 2015, 2014, and 2013 examined by us, as set out in Annexure 3 to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Restated Consolidated Summary Statement of Significant Accounting Policies, Restated Consolidated Summary Statement of Notes to the Restated Summary Statements of the Company and Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Consolidated Financial Statements in Annexures 4, 5 and 6 respectively.
  - d. Based on the above and according to the information and explanations given to us, we further report that the Restated Consolidated Financial Information:
    - i. have been compiled after incorporating adjustments for the changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
    - ii. have been compiled after incorporating adjustments (as enumerated in Annexure 6A) for the material amounts in the respective financial years to which they relate; and
    - iii. does not contain any extra-ordinary items that need to be disclosed separately and does not contain any qualification requiring adjustments.
  - e. We have also examined the following “other consolidated financial information” set out in Annexures stated below, prepared by the Company’s management and approved by the Board of Directors, relating to the Company for the years ended 31 March 2017, 2016, 2015, 2014 and 2013.
    - i) Restated Consolidated Summary Statement of Related Party Transactions and Balances, Annexure 34
    - ii) Restated Consolidated Summary Statement of Capitalization, Annexure 35
    - iii) Restated Consolidated Summary Statement of Accounting Ratios, Annexure 36; and
    - iv) Restated Consolidated Summary Statement of Dividend Declared, Annexure 37.

According to the information and explanations given to us, in our opinion, the Restated Consolidated Financial Information and other consolidated financial information contained in Annexures 1 to 37 of this report read along with the Restated Consolidated Summary Statement of Significant Accounting Policies and Restated Consolidated Summary Statement of Notes to the Restated Summary Statements and Restated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Consolidated Financial Statements of the Company in Annexures 4, 5 and 6 respectively, are prepared after making adjustments and regrouping/reclassification as considered appropriate have been prepared in accordance with Section 26(1)(b)

of the Act, ICDR Regulations and the Guidance Note.

8. We draw attention to Annexure 5(F) to the Restated Consolidated Financial Information which describes uncertainties relating to matter of foreign currency receivables that are outstanding beyond the timelines stipulated by the Reserve Bank of India vide Master Circular on Export of Goods and Services issued under the Foreign Exchange Management Act, 1999 ("FEMA"). Pending final outcome of the aforesaid matter, which is presently unascertainable, no adjustments have been recorded in Restated Consolidated Financial Information on account of levies, if any, on the Company due to such default. Our opinion is not modified in respect of such matter.
9. This report should not be in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us nor should it be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Company's management for inclusion in the Red Herring Prospectus (the "Offer Document") to be filed with the National Stock Exchange of India Limited and Registrar of Companies, Gwalior – Madhya Pradesh in connection with the Proposed Offer of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

per **Neeraj Sharma**

Partner

Membership No. 502103

**Place:** Gurugram

**Date:** 31 August 2017

# **RESTATED CONSOLIDATED SUMMARY OF STATEMENT OF ASSET AND LIABILITIES**

## **Annexure 1**

*(Amount in Rs lakhs)*

Particulars	Annexure	As at 31 March				
		2017	2016	2015	2014	2013
<b>Equity and liabilities</b>						
Share capital	7	957.54	957.54	957.54	957.54	957.54
Reserves and surplus	8	7,415.04	6,561.99	6,039.25	5,687.49	4,914.92
		<b>8,372.58</b>	<b>7,519.53</b>	<b>6,997.79</b>	<b>6,645.03</b>	<b>5,872.46</b>
<b>Non-current liabilities</b>						
Long-term borrowings	9	1,984.35	1,301.62	1,142.37	478.30	877.68
Deferred tax liabilities (net)	10	439.74	412.61	388.91	351.15	272.96
Other long term liabilities	11	11.04	8.68	8.05	6.88	16.72
Long-term provisions	12	87.47	72.45	85.77	43.69	50.80
		<b>2,522.60</b>	<b>1,795.36</b>	<b>1,625.10</b>	<b>880.02</b>	<b>1,218.16</b>
<b>Current liabilities</b>						
Short term borrowings	13	2,946.30	2,880.15	2,281.92	1,191.97	1,984.41
Trade payables						
-Total outstanding dues of micro enterprises and small enterprises	14A	227.50	216.43	195.93	218.61	169.32
-Total outstanding dues of creditors other than micro enterprises and small enterprises	14B	3,622.51	2,069.73	2,470.93	1,922.83	2,073.68
Other current liabilities	15	1,118.03	1,311.82	1,826.80	922.70	1,399.93
Short-term provisions	16	173.40	167.94	218.09	169.25	81.27
		<b>8,087.74</b>	<b>6,646.07</b>	<b>6,993.67</b>	<b>4,425.36</b>	<b>5,708.61</b>
		<b>18,982.92</b>	<b>15,960.96</b>	<b>15,615.56</b>	<b>11,950.41</b>	<b>12,799.23</b>
<b>Assets</b>						
<b>Non-Current Assets</b>						
<b>Fixed Assets</b>						
-Property, plant and equipment	17	5,525.12	4,772.88	5,033.06	5,140.51	5,206.31
-Capital work in progress		60.82	48.27	35.24	56.96	70.16
-Intangible assets	17	1,290.12	92.38	86.57	99.12	92.32
Goodwill on consolidation		1,778.13	1,722.03	1,744.69	445.42	420.66
Long term loans and advances	18	186.88	87.52	179.66	220.14	129.42
Other non-current assets	19	60.00	60.00	60.00	60.00	75.92
		<b>8,901.07</b>	<b>6,783.08</b>	<b>7,139.22</b>	<b>6,022.15</b>	<b>5,994.79</b>
<b>Current assets</b>						
Current investments	20	0.57	0.35	0.26	0.26	26.00
Inventories	21	3,769.87	3,835.30	3,282.66	2,288.10	3,028.80
Trade receivables	22	4,919.85	3,910.69	4,170.78	3,088.24	3,078.01
Cash and bank balances	23	904.91	1,072.30	665.44	323.40	301.26
Short-term loans and advances	24	410.37	285.62	307.61	211.42	361.55
Other current assets	25	76.28	73.62	49.59	16.84	8.82
		<b>10,081.85</b>	<b>9,177.88</b>	<b>8,476.34</b>	<b>5,928.26</b>	<b>6,804.44</b>
		<b>18,982.92</b>	<b>15,960.96</b>	<b>15,615.56</b>	<b>11,950.41</b>	<b>12,799.23</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated

Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS**

## **Annexure 2**

(Amount in Rs lakhs)

Particulars	Annexure	(Amount in Rs lakhs)				
		For the year ended 31 March				
		2017	2016	2015	2014	2013
<b>Revenue:</b>						
Revenue from operations (gross)	26	16,564.17	12,824.88	12,763.92	12,084.87	8,819.70
Less: Excise duty		765.60	806.01	882.30	751.90	623.53
Revenue from operations (net)		<b>15,798.57</b>	<b>12,018.87</b>	<b>11,881.62</b>	<b>11,332.97</b>	<b>8,196.17</b>
Other income	27	317.34	175.35	100.26	58.18	73.58
<b>Total revenue</b>		<b>16,115.91</b>	<b>12,194.22</b>	<b>11,981.88</b>	<b>11,291.15</b>	<b>8,269.75</b>
<b>Expenses:</b>						
Cost of raw material and components consumed	28	6,558.70	5,666.94	5,990.87	4,722.43	3,996.84
Purchase of traded goods	29	852.62	499.82	421.86	451.31	459.29
Changes in inventories of finished goods, work-in-progress and traded goods	30	612.22	(473.84)	(637.37)	600.42	(565.73)
Employee benefit expenses	31	2,022.01	1,740.44	1,650.31	1,301.32	1,168.57
Finance costs	32	552.15	543.98	592.60	540.46	520.36
Depreciation and amortization expense	17	396.57	412.69	387.16	334.43	352.18
Other expenses	33	3,635.59	2,612.96	2,468.02	2,449.08	2,037.92
<b>Total expenses</b>		<b>14,629.86</b>	<b>11,002.99</b>	<b>10,873.45</b>	<b>10399.45</b>	<b>7,969.43</b>
<b>Profit before tax, as restated</b>		<b>1,486.05</b>	<b>1,191.23</b>	<b>1,108.43</b>	<b>991.70</b>	<b>300.32</b>
<b>Tax expense :</b>						
Current tax		432.66	370.88	251.56	224.85	111.05
Minimum alternate tax credit reversed/(entitlement)		-	69.16	56.72	(83.91)	(41.97)
Deferred tax expense		27.13	23.69	37.86	78.19	82.21
<b>Profit after tax, as restated</b>		<b>1,026.26</b>	<b>727.50</b>	<b>762.29</b>	<b>772.57</b>	<b>149.03</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED SUMMARY OF STATEMENT OF CASH FLOWS

### Annexure 3

(Amount in Rs lakhs)

Particulars	For the year ended 31 March				
	2017	2016	2015	2014	2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>					
Net profit before tax	1,486.05	1,191.23	1,108.43	991.70	300.32
Adjustments for:					
Depreciation and amortisation expenses	396.57	412.69	387.16	334.43	352.18
Interest expenses	427.69	440.42	459.63	441.23	451.83
(Profit)/loss on sale of fixed assets	0.07	0.02	2.03	(3.74)	0.07
Bad debts and provision for doubtful debts	51.99	87.52	74.88	63.68	32.82
Unrealised foreign currency (gain)/loss (net)	(11.34)	(28.55)	(33.83)	(16.84)	(12.71)
Unclaimed balances written back	(42.22)	(46.72)	(22.03)	(12.03)	(2.01)
Balances written off	-	-	-	20.30	12.09
Interest and dividend Income	(66.94)	(79.43)	(56.34)	(36.40)	(44.24)
Diminution in value of investments	(0.22)	0.01	0.07	-	0.79
<b>Operating profit before working capital changes</b>	<b>2,241.65</b>	<b>1,977.19</b>	<b>1,920.00</b>	<b>1,782.33</b>	<b>1,091.14</b>
Adjustments for:					
Increase / (decrease) in trade and other payables	1,435.45	(620.79)	1,508.36	(170.56)	393.29
(Increase) / decrease in inventories	65.44	(552.64)	(994.56)	740.70	(962.46)
(Increase) / decrease in trade receivables	(1,064.25)	201.97	(1,365.46)	(46.07)	(622.20)
(Increase) / decrease in loans and advances	(155.02)	41.54	(112.45)	123.04	(237.41)
<b>Cash generated from operating activities</b>	<b>2,523.27</b>	<b>1,047.27</b>	<b>955.89</b>	<b>2,429.44</b>	<b>(337.64)</b>
-Direct taxes paid (net of refunds)	472.34	440.08	223.03	160.07	307.66
<b>Net cash flow from/(used in) operating activities</b>	<b>2,050.93</b>	<b>607.19</b>	<b>732.86</b>	<b>2,269.37</b>	<b>(645.30)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of fixed assets including capital advances	(2,433.07)	(177.64)	(249.72)	(287.73)	(986.95)
Purchase of investments	-	-	(1,299.28)	(24.76)	(103.58)
Proceeds from sale of fixed assets	6.22	6.28	2.01	25.96	6.87
Proceeds from sale of investments	-	-	-	28.96	23.53
Interest and dividend income	64.27	55.39	23.60	34.16	39.52
Movement in deposits	345.60	(311.29)	(315.72)	19.07	(160.83)
<b>Net cash used in investing activities</b>	<b>(2,016.98)</b>	<b>(427.26)</b>	<b>(1,839.11)</b>	<b>(204.34)</b>	<b>(1,181.44)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from issue of equity shares	-	-	-	-	2,275.08
Proceeds from long term borrowings	1,016.85	338.18	1,141.93	56.51	250.00
Repayment of long term borrowings	(287.67)	(413.10)	(486.44)	(838.58)	(728.99)
Proceeds from short term borrowings, net	66.15	598.24	1,089.95	(792.44)	708.77
Interest paid	(420.57)	(424.04)	(451.45)	(459.46)	(440.67)
Dividend and dividend distribution tax paid	(230.49)	(183.62)	(161.43)	-	(193.00)
Share issue expenses	-	-	-	-	(50.66)
<b>Net cash flow from/(used in) financing</b>	<b>144.27</b>	<b>(84.34)</b>	<b>1,132.56</b>	<b>(2,033.97)</b>	<b>1,820.53</b>

Particulars	For the year ended 31 March				
	2017	2016	2015	2014	2013
<b>activities</b>					
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>178.22</b>	<b>95.59</b>	<b>26.31</b>	<b>31.06</b>	<b>(6.21)</b>
<b>Opening cash and cash equivalents</b>	188.89	93.30	66.99	35.93	42.14
<b>Closing cash and cash equivalents</b>	<b>367.11</b>	<b>188.89</b>	<b>93.30</b>	<b>66.99</b>	<b>35.93</b>
	<b>178.22</b>	<b>95.59</b>	<b>26.31</b>	<b>31.06</b>	<b>(6.21)</b>

Particulars	For the year ended 31 March				
	2017	2016	2015	2014	2013
<b>Reconciliation of cash and cash equivalents</b>					
Cash in hand	11.84	3.72	3.62	1.06	1.86
Bank balances	355.27	185.17	89.68	65.93	34.07
<b>Total</b>	<b>367.11</b>	<b>188.89</b>	<b>93.30</b>	<b>66.99</b>	<b>35.93</b>



## RESTATED CONSOLIDATED SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### Annexure 4

#### 1(A) Corporate Information

Jash Engineering Limited ('Jash Engineering' or the 'Holding Company' or the 'Parent Company' or the 'Company'), a public limited company, together with its subsidiaries (collectively referred to as the 'Group') is engaged primarily in the manufacturing of varied engineering products for general engineering industry and machine tool industry, water and waste water industry and bulk solids handling industry. The Group manufactures water control gates, knife gate valves, fine and coarse screening equipment, bulk solids handling valves and large sized cast iron castings.

#### 1(B) Basis of preparation

The Restated consolidated Summary Statement of the Assets and Liabilities, of the Company as at 31 March 2017, 2016, 2015, 2014 and 2013, the Restated Consolidated Summary Statement of Profit and Loss and the Restated Consolidated Summary Statement of Cash Flows, for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 (collectively referred to as 'Restated Consolidated Financial Information') have been compiled by the management of the Company from the audited financial statements of the Company for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 and have been prepared specifically for the purpose of inclusion in the Offer Document to be filed by the Company with the National Stock exchange of India Limited (NSE) in connection with the Proposed Offer.

The audited consolidated financial statements are prepared under historical cost convention on an accrual basis, in accordance with the generally accepted accounting principles in India and including the Accounting Standards specified under section 133 of the Companies Act, 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). These audited consolidated financial Statements have been prepared on a going concern basis and the accounting policies have been consistently applied by the Company.

The Restated Consolidated Summary Statement of Assets and Liabilities, Profit and Loss and Cash Flows have been prepared to comply in all material aspects with the requirement of section 26(1)(b) of the Companies Act, 2013 read with rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Security and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009 (as amended from time to time).

#### 1(C) Principles of consolidation

The Restated Consolidated Financial Information include the financial statements of the Parent Company and its under mentioned subsidiaries (hereinafter referred as the 'Group')-

- (i) Shivpad Engineers Private Limited, India
- (ii) Jash USA Inc, United States of America
- (iii) Mahr Maschinenbau GmbH, Austria
- (iv) Engineering and Manufacturing Jash Limited, Hong Kong

Name of Company	Country of Incorporation	Percentage Holding				
		31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Shivpad Engineers Private Limited	India	100%	100%	100%	100%	100%
Jash USA Inc	USA	100%	100%	100%	100%	100%
Mahr Maschinenbau GmbH	Austria	100%	100%	100%	-	-
Engineering and Manufacturing Jash Limited	Hong Kong	100%	100%	100%	-	-

The Restated Consolidated Financial Information of the Group have been prepared in accordance with notified Accounting Standard (AS) 21 'Consolidated Financial Statements'. The consolidated financial statements are prepared on the following basis:

- (i) The Restated Consolidated Financial Information include Restated Consolidated Summary Statement of Assets and Liabilities, Restated Consolidated Summary Statement of Profit and Loss, Restated Consolidated Summary Statement of Cash Flow Statement and a Restated Consolidated Summary Statement of Notes. The Restated Consolidated Financial Information are presented, to the extent possible, in the same format as that adopted by the Parent Company for the Restated Standalone financial Information.
- (ii) The Restated Consolidated Financial Information include the financial statements of the Company and all its subsidiaries, which are more than 50 per cent owned or controlled. Investments in entities that were not more than 50 per cent owned or controlled during the year have been accounted for in accordance with the provisions of notified Accounting Standard 13 'Accounting for Investments'.
- (iii) The Restated Consolidated Financial Information have been combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and resulting elimination of unrealised profits in full. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the Parent Company and its share in the post-acquisition increase in the relevant reserves of the entity to be consolidated.
- (iv) Minority interest represents the amount of equity attributable to minority shareholders at the date on which investment in a subsidiary is made and its share of movements in equity since that date. Any excess consideration received from minority shareholders of subsidiaries over the amount of equity attributable to the minority on the date of investment is reflected under Reserves and Surplus.
- (v) Notes to the Restated Consolidated Financial Information, represents notes involving items which are considered material and are accordingly duly disclosed. Materiality for the purpose is assessed in relation to the information contained in the Restated Consolidated Financial Information. Further, additional statutory information disclosed in separate financial statements of the subsidiary and/or a parent having no bearing on the true and fair view of the Restated Consolidated Financial Information has not been disclosed in the Restated Consolidated Financial Information.

## **2.1 Statement of significant accounting policies**

### **a) Use of estimates**

The preparation of Restated Consolidated Financial Information in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revision, if any, are recognized in the current and future periods

### **b) Property plant and equipment and depreciation**

Property plant and equipment are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Property plant and equipment under construction and cost of assets not ready for use before the year-end, are classified as capital work in progress.

Depreciation on property plant and equipment is provided using straight-line method, computed on the basis of useful life prescribed in Schedule II to the Companies Act, 2013, on a pro-rata basis from the date the asset is ready for use subject to adjustments arising out of transitional provisions of Schedule II.

Leasehold land is amortised over their respective lease period.

**c) Intangible fixed assets and amortization**

Intangible assets comprise of technical know-how and computer software. These are being amortised over their estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use. The amortisation rates are indicative of the expected useful lives of the assets.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

**d) Goodwill**

The difference between the cost of investment to the Group in subsidiaries and the proportionate share in the equity of the investee company as at the date of acquisition of stake is recognised in the restated consolidated financial statements as Goodwill or Capital Reserve, as the case may be.

**e) Investments**

Investments are classified as non-current or current, based on management's intention at the time of purchase. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments.

Trade investments are the investments made for or to enhance the Group's business interests.

Current investments are stated at lower of cost and fair value determined on an individual investment basis. Non-current investments are stated at cost and provision for diminution in their value, other than temporary, is made in the financial statements.

Profit/loss on sale of investments is computed with reference to the average cost of the investments.

**f) Inventories**

Inventories are valued as follows:

- (i) Raw materials including components, packing materials, stores and spares and goods in transit - At lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- (ii) Work-in-progress - At cost up to estimated stage of completion.
- (iii) Finished goods and goods purchased for resale - At lower of cost and net realizable value.

Cost of inventories is ascertained on the following basis:

Raw materials, stores and spare parts and packing materials - on First in First out method (FIFO).

- (i) Finished goods purchased for resale - FIFO.
- (ii) Cost of manufactured finished goods and work in process comprises of material, labour and other related production overheads including depreciation.

**g) Revenue recognition**

**Sale of goods:**

Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of the goods are transferred to the customer and is stated inclusive of excise duty and net of trade discounts, sales return and sales tax wherever applicable.

**Sale of services:**

Revenue from the sale of services is recognized when the services are rendered.

**Power generation:**

Revenue from power generation is recognised on accrual basis, on the basis of actual power sold, as per the terms and conditions of the relevant power purchase agreement.

**Other income:**

- (i) Interest income is recognized on a time proportion basis at the applicable rates.
- (ii) Dividend income is recognized when the right to receive dividend is established.

**h) Borrowing cost**

Borrowing costs that are attributable to the acquisition and / or construction of qualifying assets are capitalized as part of the cost of such assets, in accordance with notified Accounting Standard 16 "Borrowing Costs". A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Capitalization of borrowing costs is suspended in the period during which the active development is delayed due to other than temporary interruption. All other borrowing costs are charged to the Restated Consolidated Summary Statement of Profit and Loss as incurred

**i) Income taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations, where the Company has unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Minimum Alternate tax ('MAT') credit is recognised 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. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. 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.

**j) Foreign currency transactions****Relating to overseas entity:**

Indian Rupee (Rs.) is the reporting currency for the Group. However, reporting currency of one integral overseas subsidiaries is different from the reporting currency of the Group. Income and expenditure items of integral foreign operations are translated at the average exchange rate of their respective foreign currencies. Monetary items at the balance sheet date are translated using the rates prevailing on the balance sheet date. Non - monetary assets are recorded at the rates prevailing on the date of the transaction.

Reporting currency of non-integral overseas subsidiaries are different from the reporting currency of the Group. Income and expenditure items of non-integral foreign operations are translated at the average exchange rate of their respective foreign currencies. Monetary items and non-monetary at the balance sheet date are translated using the rates prevailing on the balance sheet date. Goodwill arising on acquisition of non integral foreign operation is translated using the rates prevailing on the balance sheet date.

**Relating to Indian entities:**

Transactions in foreign currency are accounted for at the exchange rate prevailing on the date of the transaction. All monetary items denominated in foreign currency are converted into Indian rupees at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognized in the restated Consolidated Statement of Profit and Loss

**k) Employee benefits**

Expenses and liabilities in respect of employee benefits are recorded in accordance with the notified Accounting Standard 15 - Employee Benefits

**Provident fund:**

The Company makes contribution to statutory provident fund in accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. In terms of the Guidance on implementing the revised AS – 15, issued by the Accounting Standards Board of the ICAI, the provident fund trust set up by the Company is treated as a defined benefit plan since the Company has to meet the interest shortfall, if any. Accordingly, the contribution paid or payable and the interest shortfall, if any is recognized as an expense in the period in which services are rendered by the employee.

**Gratuity:**

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit/obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the Restated standalone summary statement of Profits and Losses in the year in which such gains or losses are determined.

**Compensated absences:**

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the Restated Standalone Summary Statement of Profits and Losses in the year in which such gains or losses are determined.

**Other short term benefits:**

Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

**k) Leases****Operating leases:**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Lease payments under an operating lease are recognized as an expense in the Restated Consolidated Summary Statement of Profits and Losses in accordance with the terms of lease deed.

**l) Impairment of assets**

**Goodwill:**

Goodwill is tested for impairment on an annual basis. If on testing, any impairment exists, the carrying amount of Goodwill is reduced to the extent of any impairment loss and such loss is recognised in the Restated Consolidated Summary Statement of Profit and Loss.

**Other assets**

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Restated Statement of Profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss No longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the Restated Consolidated Statement of Profit and loss

**m) Contingent liabilities and provisions**

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Group not acknowledged as debts are treated as contingent liabilities. In respect of statutory dues disputed and contested by the Group, contingent liabilities are provided for and disclosed as per original demand without taking into account any interest or penalty that may accrue thereafter. The Group makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. Possible future or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, has been disclosed as a contingent liability in the restated consolidated financial information.

**n) 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.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

**o) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short term bank deposits with an original maturity of three months or less.

**p) Dividend**

Pursuant to amendment in AS – 4 ‘Contingencies and Events Occurring After the Balance Sheet Date’ through Companies (Accounting Standards) Amendment Rules, 2016, the Company has changed its accounting policy in respect of dividend, i.e., if the Company declares dividend to shareholders after the balance sheet date, the Group will not recognise those dividends as a liability at the balance sheet date unless a statute requires otherwise and such dividends has been disclosed in the notes to the financial statements. Whereas, earlier the dividends in respect of the period covered by the financial statements, which were proposed or declared by the Company after the balance sheet date but before approval of the financial statements, were recorded as liability in the respective financial information.

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## Annexure 5

- A The Group recorded prior period expenses during the year ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013. The effect of these items has been adjusted in the respective periods of origination. Some of these expenses were related to period prior to 31 March 2013. In these Restated Consolidated Financial Information, such expenses have been adjusted against opening balance of Restated Consolidated Summary Statement of Profit and Loss as on 1 April 2012.

(Amount in Rs lakhs)

<b>B</b>	<b>Contingent liabilities (under litigation), not acknowledged as debt, include:</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
	Income tax	-	3.19	3.19	1.90	1.90
	Central sales tax	355.43	134.78	161.32	25.65	16.33
	Service tax	23.12	-	-	-	-
	Entry tax	-	-	-	-	0.50
	Others	-	-	-	-	7.06
		<b>378.55</b>	<b>137.97</b>	<b>164.51</b>	<b>27.55</b>	<b>25.79</b>

Further, the Company has certain litigations involving vendor and work contractor. Based on legal advice of in-house legal consultants, the management believes that no material liability will devolve on the Company in respect of these litigations.

## C Operating leases

The Holding Company has taken lands on lease for a period of 30 years (which can be extended further) and 99 years. Aforesaid leases are outside the scope of Accounting Standard – 19 “Leases”. The lease payments with respect to aforesaid lease is mentioned below:

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Lease payment	45.26	44.48	49.28	48.48	36.10

Apart from that, the Group has taken space on lease for use as office premises which are cancellable leases with no lock in period as well as non-cancellable lease with lock in period. For cancellable leases, there are no restrictions imposed on the Group Company under the lease arrangement. There are no subleases.

### Lease Payments towards cancellable lease

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Lease payment	42.54	15.42	69.69	69.68	43.95



#### Non-cancellable operating lease details

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Payable within one year	8.72	6.66	10.61	10.20	10.11
Payable between one and five years	8.96	-	-	-	-
Lease payment made for the year	15.00	11.01	10.20	11.73	10.05

#### D Segment reporting:

The Group is primarily engaged in the business of “Manufacturing of Valves and Gates components used in basic infrastructural activities”, which as per notified Accounting Standard – 17 on “Segment Reporting” is considered to be the only reportable business segment.

The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate. The Group prepares its segment information in conformity with the accounting policies adopted for preparation and presenting the financial statements of the Group as a whole. The following additional policies are adopted for segment reporting:

A. Revenues and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

B. Assets and liabilities of respective segments are identified separately

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Segment revenue for the year</b>					
Within India	15,003.92	11,782.93	11,463.31	11,143.97	8,095.56
Outside India	1,112.00	411.29	518.58	247.18	174.19
<b>Total revenue</b>	<b>16,115.91</b>	<b>12,194.22</b>	<b>11,981.88</b>	<b>11,391.15</b>	<b>8,269.75</b>
<b>Segment results for the year</b>					
Within India	1,110.37	663.34	801.31	870.57	315.50
Outside India	(84.11)	64.16	(39.02)	(97.50)	(166.47)
<b>Total results</b>	<b>1,026.26</b>	<b>727.50</b>	<b>762.29</b>	<b>772.57</b>	<b>149.03</b>
<b>Segment assets</b>					
Within India	16,456.22	15,538.85	15,248.86	11,741.68	12,638.47
Outside India	2,526.69	422.11	366.70	208.74	160.76
<b>Total assets</b>	<b>18,982.92</b>	<b>15,960.96</b>	<b>15,615.56</b>	<b>11,950.41</b>	<b>12,799.23</b>
<b>Segment liabilities</b>					
Within India	9,498.63	8,367.19	8,491.16	5,256.12	6,875.32
Outside India	1,111.71	74.24	126.61	48.26	51.45
<b>Total liabilities</b>	<b>10,610.34</b>	<b>8,441.43</b>	<b>8,618.77</b>	<b>5,305.88</b>	<b>6,926.78</b>

E The Company has one unit which is located in Special Economic Zone (the “SEZ”) and is 100% exempted from income tax (current tax) till 31 March 2015, 50% exempted from April 1, 2015 to 31 March 2020 and further 50% exempted (but subject to compliance of certain conditions and transfer of 50% profits to SEZ Reserve Account) from April 1, 2020 to 31 March 2025 - under the provisions of Section 10AA of the Income Tax Act, 1961. Deferred tax pertaining to this unit is

recognized on timing differences, being the difference between taxable income and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods beyond the periods during which the respective units are exempt from income-tax as aforesaid.

- F** The Company has not received the payment of outstanding foreign receivables within the period mentioned in the Master Circular on Export of Goods and Services issued by the Reserve Bank of India (“RBI”). Trade receivable due from overseas parties is outstanding for a period of more than nine months is mentioned below along with amount due from M/s. Jash USA Inc and M/s. Mahr Maschinenbau (both entities are wholly owned subsidiary companies).

	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Due for more than 9 months	479.15	271.73	346.54	204.55	133.89
Due from Jash USA for more than 9 months	393.52	235.08	311.78	203.58	124.83
Due from Mahr for more than 9 months	45.70	-	-	-	-

In respect of these receivables, the Company has initiated the necessary steps to ensure compliance with the relevant regulations issued by the RBI i.e. in respect of receivables from Jash USA Inc – they have made application to RBI through its authorised dealer bank for capitalisation of amount due as allowed under clause 1 of para B.4 of the Master Circular No. 11/2015-16 (RBI/2015-16/41) dated 01 July 2015 on Overseas Direct Investment and in respect of rest of the receivables – they have made application to RBI through its authorised dealer bank for seeking extension of period of realisation beyond 9 months alongwith detailed plan of action as allowed to authorised dealer bank under clause (i) of para C.18 of Master Direction No. 16/15-16 (RBI/FED/2015-16/11) .

As per the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), the Company may be liable to a penalty up to thrice the sum involved in such contravention. Further, the Company believes that the contravention of provisions of the FEMA shall be condoned by the regulatory authorities upon payment of compounding fees. Pending the final outcome of the aforesaid matters, which is presently unascertainable, no adjustments have been made in these restated consolidated financial information.

- G** In accordance with the provisions of section 135 of the Companies Act, 2013 (“Act”), the Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee. . The CSR Committee has been examining and evaluating suitable proposals for deployment of funds towards CSR initiatives, however, the committee expects finalization of such proposals in due course. Below is the disclosure in respect of same:-

## CSR Disclosure

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Amount that the Company was to spend as per provisions of Sec 135 of the Companies Act 2013	28.19	16.73	16.58	-	-
Contribution made by the Company	5.21	-	-	-	-

- H** In the opinion of the board of directors, assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amounts at which they are stated and provision for all known liabilities have been made

### **I Note on subsequent events**

#### **a) Increase in authorized share capital**

Subsequent to year end, on 25 August 2017, the Board of Directors approved the increase of authorised share capital of Jash Engineering Limited from Rs 11,000.00 lakhs comprising of 10,490,000 equity shares and 510,000 preference shares of Rs 10 each to Rs. 13,000.00 lakhs comprising of 12,490,000 equity shares and 510,000 preference shares of Rs 10 each.

#### **b) Adoption of new articles of association**

Subsequent to year end, on 25 August 2017, the Board of Directors approved the adoption of a new set of articles of association for which the approval of the shareholders has been obtained in the Extraordinary General Meeting (EGM), in view of proposed listing of equity shares of Jash Engineering Limited on the SME Platform of National Stock Exchange Limited of India ('NSE').

- J** All loans, guarantees and securities as disclosed in respective notes are provided for business purposes.

## Annexure 6

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Profit after tax (as per audited consolidated financial statement)</b>	<b>1,008.64</b>	<b>724.76</b>	<b>773.70</b>	<b>767.71</b>	<b>181.29</b>
<b>Restatement adjustments</b>					
<b>Prior Period Expenses</b>					
• Miscellaneous expenses(refer note 1)	14.76	1.89	(6.78)	1.30	(2.95)
• Depreciation(refer note 1)	(9.70)	(2.11)	10.08	1.48	0.16
Income tax(refer note 2)	9.30	2.23	(11.22)	2.58	(29.47)
Tax impact on restatement adjustments (refer note 3)	3.26	0.73	(3.49)	(0.50)	-
<b>Profit after tax, as restated</b>	<b>1,026.26</b>	<b>727.50</b>	<b>762.29</b>	<b>772.57</b>	<b>149.03</b>

### Notes:

- The Group has recorded miscellaneous expenses and depreciation pertaining to earlier years during the year ended 31 March 2017, 2016, 2015, 2014 and 2013. The effect of these items has been adjusted in the respective years of origination.
- During the years ended 31 March 2017, 2016, 2015, 2014 and 2013, certain taxes have been accounted for pertaining to earlier years based on intimations/ orders received from Income-tax authorities. For the purpose of the Restated Summery Statements, such items have been appropriately adjusted to the respective years to which they relate. Further, opening retained earnings as at 1 April 2012 has been adjusted to reflect the impact of such items incurred prior to 31 March 2012.
- The restated summary statements have been adjusted for the tax impact of the restatement adjustments identified above.

### B Restatement adjustments made in the Restated Consolidated Summary Statement of Reserves and Surplus to the balance as at 1 April 2012 of the Surplus in the Statement of Profit and Loss of the Group is as follows:

Description	01 April 2012
Net surplus in the Statement of Profit and Loss as at 01 April 2012 as per audited financial statements	1,413.18
<b>Adjustments:</b>	
<b>Prior period expenses</b>	
• Miscellaneous	(8.21)
• Depreciation	0.10
Income taxes	25.63
Dividend*	114.50
<b>Net surplus in the Restated Consolidated Summary Statement of Profit and Loss as at 01 April 2012</b>	<b>1,545.20</b>

\*Pursuant to amendment in AS – 4 ‘Contingencies and Events Occurring After the Balance Sheet Date’ through Companies (Accounting Standards) Amendment Rules, 2016, the Company has changed its accounting policy in respect of dividend, i.e., (i) if the Company declares dividend to shareholders after the balance sheet date, the Company will not recognise those dividends as a liability at the balance sheet date unless a statute requires otherwise. Whereas, (ii) earlier the dividends in respect of the period covered by the financial statements, which were proposed or declared by the Company after the balance sheet date but before approval of the financial statements, were recorded as liability in the financial statements. Therefore, the Company has made the following adjustments in its opening reserves as at 1 April 2012 in the restated consolidated financial information:

Particulars	01 April 2012
De-recognition of proposed dividend including dividend distribution tax for the year ended 31 March, 2012	114.50
<b>Total adjustment on account of proposed dividend</b>	<b>114.50</b>

**C Modifications in the auditor's report of the Company for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 which do not required any corrective adjustments in the Restated Consolidated Financial Information are as follows**

**Financial year ended 31 March 2017**

**(i) Emphasis of Matter**

Auditor's report contained on emphasis of matter paragraph in respect of uncertainties relating to matter of foreign currency receivables that are outstanding beyond the timelines stipulated by the Reserve Bank of India vide Master Circular on Export of Goods and Services issued under the Foreign Exchange Management Act, 1999 ("FEMA"). Pending final outcome of the aforesaid matter, which is presently unascertainable, no adjustments have been recorded in Restated Consolidated Financial Information on account of levies, if any, on the Company due to such default.

**Financial year ended 31 March 2016**

**(i) Emphasis of Matter**

Auditor's report contained on emphasis of matter paragraph in respect of uncertainties relating to matter of foreign currency receivables that are outstanding beyond the timelines stipulated by the Reserve Bank of India vide Master Circular on Export of Goods and Services issued under the Foreign Exchange Management Act, 1999 ("FEMA"). Pending final outcome of the aforesaid matter, which is presently unascertainable, no adjustments have been recorded in Restated Consolidated Financial Information on account of levies, if any, on the Company due to such default.

## Annexure 7

(Rs. in lakhs)

Particulars	As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount in	Number of shares	Amount in (Rs. in lakhs)	Number of shares	Amount in (Rs. in lakhs)	Number of shares	Amount in (Rs. in lakhs)	Number of shares	Amount in (Rs. in lakhs)
<b>Authorised</b>										
Equity shares of Rs. 10 each	1,04,90,000	1,049.00	1,04,90,000	1,049.00	1,04,90,000	1,049.00	1,04,90,000	1,049.00	1,04,90,000	104.90
Preference Shares of Rs 10 each	5,10,000	51.00	5,10,000	51.00	5,10,000	51.00	5,10,000	51.00	5,10,000	5.10
	<b>1,10,00,000</b>	<b>1,100.00</b>	<b>1,10,00,000</b>	<b>1,100.00</b>	<b>1,10,00,000</b>	<b>1,100.00</b>	<b>1,10,00,000</b>	<b>1,100.00</b>	<b>1,10,00,000</b>	<b>110.00</b>
<b>Issued, subscribed and fully paid up</b>										
Equity shares of Rs. 10 each	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54
	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>

### A Reconciliation of equity share outstanding at the beginning and end of the year

There is no change in equity share capital during the current and previous year

(Rs. in lakhs)

Particulars	As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount in (Rs. in lakhs)	Number of shares	Amount in (Rs. in lakhs)	Number of shares	Amount in (Rs. in lakhs)	Number of shares	Amount in (Rs. in lakhs)	Number of shares	Amount in
At the beginning of the year	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54	72,33,868	723
Add: issued during the year	-	-	-	-	-	-	-	-	23,41,532	234.15
<b>At the end of the year</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>

**Details of shareholders holding more than 5% of the equity shares of the Company**

Particulars	As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	% outstanding shares	Number of shares	% outstanding shares	Number of shares	% outstanding shares	Number of shares	% outstanding shares	Number of shares	% outstanding shares
<b>Equity shares of Rs 10 each</b>										
P I International LP	-	-	-	-	-	-	20,38,102	21.28%	25,73,102	26.87%
Pragati India Fund Limited	25,73,103	26.87%	25,73,102	26.87%	25,73,102	26.87%	5,35,001	5.59%	-	-
Mr. Pratik Patel	19,11,465	19.96%	23,61,465	24.66%	23,61,465	24.66%	23,61,465	24.66%	23,61,465	24.66%
Mr. Axel Schutte	7,70,000	8.04%	7,70,000	8.04%	7,70,000	8.04%	7,70,000	8.04%	7,70,000	8.04%
Mrs. Jyotsna Amin	-	-	6,06,786	6.34%	6,06,786	6.34%	6,06,786	6.34%	6,06,786	6.34%

**c) Terms/rights attached to equity shares**

The Parent Company and one subsidiary company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Parent Company and the aforesaid subsidiary company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors of the respective aforesaid companies is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**d) Details of shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back during the last 5 years to be given for each class of shares**

There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back during the last 5 years.

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



# **RESTATED CONSOLIDATED STATEMENT OF RESERVE AND SURPLUS**

## **Annexure 8**

Particulars	(Amount in Rs lakhs)				
	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Securities premium account</b>					
Balance at the beginning of the year	2,413.66	2,413.66	2,413.66	2,413.66	423.39
Add : Received on issue of equity shares	-	-	-	-	2,040.93
Less : Amount utilised towards share issue expenses	-	-	-	-	50.66
<b>Balance at the end of the year</b>	<b>2,413.66</b>	<b>2,413.66</b>	<b>2,413.66</b>	<b>2,413.66</b>	<b>2,413.66</b>
<b>General reserve</b>					
Balance at the beginning of the year	1,070.59	1,060.93	1,056.36	1,000.00	1,000.00
Add: Amount transferred from Statement of Profit and Loss	-	9.66	4.57	56.36	-
<b>Balance at the end of the year</b>	<b>1,070.59</b>	<b>1,070.59</b>	<b>1,060.93</b>	<b>1,056.36</b>	<b>1,000.00</b>
<b>Foreign currency translation reserve</b>					
Balance at the beginning of the year	(270.0)	(248.86)	-	-	-
Add: Translation of non integral foreign operations	57.3	(21.11)	(248.86)	-	-
<b>Balance at the end of the year</b>	<b>(212.68)</b>	<b>(269.97)</b>	<b>(248.86)</b>	<b>-</b>	<b>-</b>
<b>Surplus in the Restated Consolidated Statement of Profit and Loss</b>					
Balance at the beginning of the year	3,347.71	2,813.52	2,217.47	1,501.26	1,545.20
Add : Net profit for the year	1,026.26	727.50	762.29	772.57	149.03
Add : Dividend adjustment*	230.50	183.64	161.67	-	114.50
Less : Interim dividend on equity shares Nil per share including dividend distribution tax	-	-	-	-	78.47
Less : Transfer to general reserve	-	9.66	4.57	56.36	-
<b>Balance at the end of the year</b>	<b>4,143.47</b>	<b>3,347.71</b>	<b>2,813.52</b>	<b>2,217.47</b>	<b>1,501.26</b>
<b>Total</b>	<b>7,415.04</b>	<b>6,561.99</b>	<b>6,039.25</b>	<b>5,687.49</b>	<b>4,914.92</b>

\*Pursuant to amendment in AS – 4 ‘Contingencies and Events Occurring After the Balance Sheet Date’ through Companies (Accounting Standards) Amendment Rules, 2016, the Company has changed its accounting policy in respect of dividend, i.e., (i) if the Company declares dividend to shareholders after the balance sheet date, the Company will not recognise those dividends as a liability at the balance sheet date unless a statute requires otherwise. Whereas, (ii) earlier the dividends in respect of the period covered by the financial statements, which were proposed or declared by the Company after the balance sheet date but before approval of the financial statements, were recorded as liability in the financial statements. Therefore, the Company has made the following adjustments in its reserves and surplus in the restated consolidated financial information for five years -

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
(i) De-recognition of proposed dividend including dividend distribution tax	-	263.98	209.47	184.21	-
(ii) Proposed dividend including dividend distribution tax pertaining to previous financial year accounted post shareholders' approval	230.50	183.64	161.67	-	114.50

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# RESTATED CONSOLIDATED STATEMENT OF LONG-TERM BORROWINGS

## Annexure 9

Particulars	31 March 2017		31 March 2016		31 March 2015		31 March 2014		(Amount in Rs lakhs) 31 March 2013	
	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current
<b>Long-term borrowings</b>										
<b>Secured</b>										
<b>Term loans</b>										
-Rupee loans from banks (refer a)	606.92	240.00	-	100.34			-	70.98	70.98	513.00
-Foreign currency loans from banks (refer a)	1,037.41	-	1,021.36	99.66	848.25	60.00	-		803.41	316.83
-Rupee loans from financial institutions (refer a)	50.58	11.11	-	15.79	48.67	379.17	426.04	379.17	3.29	9.14
<b>Vehicle loans (refer b)</b>	19.97	11.12	31.10	-	44.88	10.79	4.89	6.15	-	-
<b>Unsecured</b>										
Loans from related parties (refer c)	269.47	6.00	249.16	6.00	200.57	6.00	47.37	-	-	-
<b>Total</b>	<b>1,984.35</b>	<b>268.23</b>	<b>1,301.62</b>	<b>221.79</b>	<b>1,142.37</b>	<b>455.96</b>	<b>478.30</b>	<b>456.30</b>	<b>877.68</b>	<b>838.97</b>
<b>Less : amount disclosed under the head "other current liabilities"</b>	-	(268.23)	-	(221.79)	-	(455.96)		(456.30)		(838.97)
<b>Net amount</b>	<b>1,984.35</b>	<b>-</b>	<b>1,301.62</b>	<b>-</b>	<b>1,142.37</b>	<b>-</b>	<b>478.30</b>	<b>-</b>	<b>877.68</b>	<b>-</b>
<b>Details of guarantee for each type of borrowings Guaranteed by directors and related parties</b>										
Rupee and foreign currency loans from banks and financial institution	754.75	251.11	1,021.36	200.00	896.92	439.17	426.04	450.14	874.39	829.83

**Repayment terms and security for the outstanding long term borrowings (including current maturities):**

a) Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, pre-payments, penalty and security details in respect of Rupee term loans and foreign currency loans from banks and financial institution as at 31 March 2017:

Name of lenders	Sanction amount (Rs in lakhs)	Rate of interest	As at 31 March 2017	Tenure (in months)	Repayment schedule of loans	Pre-payment and penalty	Security
State Bank of India ('SBI')	1121.00	13.4%	944.17	64	16 quarterly installment commencing from July 2015 with last installment falling due in year 2019-20	Prepayment of loan would attract prepayment charges @ 2% of the amount prepaid.(Loans prepaid out of higher cash accruals from the project /refinancing under 5/25 on the date of refinancing/equity infusion by promoters/borrowers will not attract prepayment/pre closure charges.)	Refer note 1
Small Industries Development Bank of India ('SIDBI')	400.00	11.45%	61.69	36	36 monthly installment commencing from March 2018 with last installment falling due in year 2020-2021	Pre-payment of loans by the company, will be on such terms as may be agreed to by the bank. Prepayment shall be applied first towards soft loan.	Refer note 2
HDFC Bank	940.16	6 M LIBOR +2.5%	940.16	42	42 Monthly installments commencing from Sept 2017 with last installment falling due in the year 2021	-	Refer Note 3

**1. The term loan from SBI is secured by way of**

- a) First pari passu charge over the company's entire stocks comprising raw materials, stocks in process, finished goods consumable stores and spares and receivables at 18C, 29-31, 32B, Sector 'C', Industrial Area, Sanwer Road, Indore and Plot no. M-11, Misc. Zone Phase —II SEZ, Pithampur Distt. Dhar and Survey no. 74/1, 74/2/1, 76/1,3,76/1 Patari Halka No. 19, Bardari Tehsil, Dist Sanwer, Indore and

Survey No. 77, Patwari Halka No 36, Bardari Tehsil, Sanwer District, Indore or at such other places approved by the Bank including goods in transit / shipment in the name of Jash Engineering Limited

- b) Exclusive first charge by way of equitable mortgage over land and shed and hypothecation over Company's entire present and future fixed assets comprising land, building, plant and machinery and miscellaneous fixed assets at Unit I, II and SEZ unit.

**2. Further secured by following collateral securities:**

- a) Equitable mortgage of land and shed and hypothecation of plant and machinery situated at Unit-I and SEZ Unit. (This property involves sharing of 2nd pari-passu charge with HDFC bank for their enhanced exposure and residual second charge in favour of SIDBI for their term loan.
- b) Equitable mortgage of land and shed and hypothecation of plant and machinery situated at Unit II. (This property involves sharing of second pari-passu charge with HDFC bank for their enhanced exposure and second charge in favour of SIDBI for term loan
- c) First pari-passu charge by way of equitable mortgage of diverted land situated at Bardari village, Sanwer Tehsil, Indore district Patwari Halka no. 19, Khasra no 74/2/2 admeasuring 1.179 hectare in the name of Patamin Investments Private Limited.
- d) First pari-passu charge on pledge of 30% shares of Shivpad Engineers Pvt. Limited.

Further secured by personal guarantee of Directors, Mr. Pratik Patel and Mr. L. D. Amin and corporate guarantee of M/s Patamin Investments Private Limited.

- e) Residual charge by way of mortgage of leasehold factory land and Building situated at survey no. 74/1, 74/2/1, 76/1/3, 76/1 Patwari Halka no. 19, Bardari tehsil, Sanwer district, Indore and survey no. 77, Patwari Halka no. 36, Bardari tehsil, Sanwer district, Indore.

**3. The term loan from HDFC Bank is secured by way of:**

SBLC equal to 110% of the loan value issued by Jash Engineering Limited in favour HDFC Bahrain valid for the entire tenor of term loan.

**b) Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, and security details in respect of vehicle loans from banks and financial institution as at 31 March 2017**

Name of Lender	Sanction amount (Rs in lakhs)	Rate of interest	As at 31 March 2017(Rs in lakhs)	Tenure (in months)	Repayment schedule of loans	Hypothecation
Axis Bank	43.70	10.4%	28.08	60	Repayable in equal monthly instalments as per loan repayment schedules.	Vehicle loans are secured against respective asset financed.
HDFC Bank	5.18	10.1%	3.02	36	Repayable in equal monthly instalments as per loan repayment schedules.	Vehicle loans are secured against respective asset financed.

**c) Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, and security details in respect of loan from related parties as at 31 March 2017**

- (a) Unsecured loan taken from Mr. Pratik Patel, amounting to Rs. 201.61 lakhs (previous year Rs. 201.61 lakhs) at annual rate of interest of 12% per annum is repayable in monthly installment of Rs. 0.50 lakhs each commencing from August, 2014. Outstanding book balance of such loan as on 31 March 2017 is for Rs. 176.35 lakhs (previous year: Rs. 177.27).

(b) Unsecured loan taken from L. D. Amin (HUF) amounting to Rs. 7.00 lakhs (previous year Rs. 7.00 lakhs), Harsh Patel amounting to Rs. 8 lakhs (previous year Nil), Bhairavi Patel amounting to Rs. 4.00 lakhs (previous year Nil) and Patamin Investments Private Limited amounting to Rs. 35.00 lakhs (previous year Rs. 35.00 lakhs). These loans are taken at an annual rate of interest of 12% per annum is repayable after 5 years from the date of such loan. Outstanding book balance of loan taken from L. D. Amin (HUF) as on 31 March 2017 is Rs.23.69 lakhs (previous year Rs. 7.40 lakhs), Harsh Patel is Rs. 8.38 lakhs (previous year Nil), Bhairavi Patel of Rs. 4.19 lakhs (previous year Nil) and from Patamin Investments Private Limited as on 31 March 2017 is Rs. 62.86 lakhs (previous year Rs. 56.56 lakhs). Pursuant to demise of Mrs. Jyotsna Amin on 13 January 2016 loan outstanding in the name of deceased of Rs 13.50 lakhs as on 31 March 2016 have been transferred to L. D. Amin (HUF) with effect from 01 April 2016 as per will executed on 20 September 2015.

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED STATEMENT OF DEFERRED-TAX LIABILITIES (NET)**

**Annexure 10**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Deferred tax liability arising on account of:</b>					
Impact of difference between tax depreciation and depreciation charged for the financial year	466.00	434.61	417.48	365.96	301.65
<b>Deferred tax assets arising on account of:</b>					
Provision for employee benefits	(26.26)	(21.72)	(28.35)	(14.81)	(18.04)
Others	-	(0.28)	(0.22)	-	(10.65)
<b>Total</b>	<b>439.74</b>	<b>412.61</b>	<b>388.91</b>	<b>351.15</b>	<b>272.96</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



## RESTATED CONSOLIDATED STATEMENT OF OTHER LONG-TERM LIABILITIES

### Annexure 11

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Security deposits	11.04	8.68	8.05	6.88	16.72
<b>Total</b>	<b>11.04</b>	<b>8.68</b>	<b>8.05</b>	<b>6.88</b>	<b>16.72</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF LONG-TERM PROVISIONS

### Annexure 12

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Provision for employee benefits:					
Gratuity (refer Annexure 16)	22.95	12.65	37.18	5.81	14.80
Compensated absences	64.46	59.80	48.59	37.88	36.00
Rent equalisation reserve	0.06	-	-	-	-
<b>Total</b>	<b>87.47</b>	<b>72.45</b>	<b>85.77</b>	<b>43.69</b>	<b>50.80</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM BORROWINGS

### Annexure 13

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Short-term borrowings</b>					
<b>Secured</b>					
Cash credit facilities from bank (refer note 1)	2,946.30	2,806.42	2,272.81	1,191.97	1,950.69
Short term loan from bank (refer note 2)	-	73.73	9.11	-	-
<b>Unsecured</b>					
Bills discounted	-	-	-	-	33.72
<b>Net amount</b>	<b>2,946.30</b>	<b>2,880.15</b>	<b>2,281.91</b>	<b>1,191.97</b>	<b>1,984.41</b>

**1) Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, pre-payments, penalty and security details in respect of cash credit facilities from bank**

Name of Bank	Type of Facility	Sanction amount (Rs in lakhs)	Rate of interest	As at 31 March 2017 (Rs in lakhs)	Repayment schedule of loans	Security
State Bank of India	Cash Credit (CC)	2,900.00	11.30%	2,232.90	On demand	Refer note a
HDFC	Cash Credit (CC)	1,700.00	11.00%	242.49	On demand	Refer note a
State Bank of India	Export Packing Credit	900.00	10.45%	470.90	On demand	Refer note a
State Bank of India	Standby letter of credit	500.00	12.15%	-	On demand	Refer note a

**Notes**

**a) The facilities from bank are secured by way of:**

**Primary security:** First pari passu charge over the company's entire stocks comprising raw materials, stocks in process, finished goods consumable stores and spares and receivables at 18C, 29-31, 32B, Sector 'C', Industrial Area, Sanwer Road, Indore and Plot no. M-11, Misc. Zone Phase —II SEZ, Pithampur Distt. Dhar and Survey no. 74/1, 74/2/1, 76/1, 3, 76/1 Patari Halka No. 19, Bardari Tehsil, Dist Sanwer, Indore and Survey No. 77, Patwari Halka No 36, Bardari Tehsil, Sanwer District, Indore or at such other places approved by the Bank including goods in transit / shipment in the name of Jash Engineering Limited

**Collateral:**

(a) Equitable mortgage of land and shed and hypothecation of plant and machinery situated at Unit-1 and SEZ Unit. (This property involves sharing of 2nd pari-passu charge with HDFC bank for their enhanced exposure and residual second charge in favour of SIDBI for their term loan.

(b) Equitable mortgage of land and shed and hypothecation of plant and machinery situated at Unit II. (This property involves sharing of second pari-passu charge with HDFC bank for their enhanced exposure and second charge in favour of SIDBI for term loan

(c) First pari passu by way of equitable mortgage of diverted land situated at Bardari village, Sanwer district, Indore Patwari Halka no. 19, Khasra no. 74/2/2 admeasuring 1.179 hectare in the name of Patamin Investments Private Limited.

(d) First pari passu charge with HDFC Bank on pledge of 30% shares of Shivpad Engineers Private Limited.

**Also secured by way of guarantees from:**

- Mr. Laxminandan Amin
- Mr. Pratik Patel
- Patamin Investments Private Limited

**2) Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, pre-payments, penalty and security details in respect of cash credit facilities from bank**

Name of Bank	Type of Facility	Sanction amount (Rs. in Lakhs)	Rate of interest	As at 31 March 2017 (Rs in lakhs)	Repayment schedule of loans	Security
Axis Bank	Cash Credit (CC)	100.00	11.35%	-	On demand	Refer note (a)

**a)The facilities from bank are secured by way of:**

**Primary:**

Export Packing Credit/OCC: Hypothecation Charge on entire current assets of the Shivpad Engineering Limited (Present and Future)

**Collateral Security:**

Fixed Deposit of Rs. 156.22 Lakhs with the Bank lien thereon

Also secured by way of guarantees from:

- Mr. Laxminandan Amin
- Mr. Pratik Patel
- Jash Engineering Limited

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED STATEMENT OF TRADE PAYABLES**

## **Annexure 14**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>A. Total outstanding dues of Micro Enterprises and Small Enterprises</b>					
<b>Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act):</b>					
i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006:					
Principal	227.50	216.43	195.93	218.61	169.32
Interest					
ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-	-	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-	-	-	-
<b>Total</b>	<b>227.50</b>	<b>216.43</b>	<b>195.93</b>	<b>218.61</b>	<b>169.32</b>

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

## **B. Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises**

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Due to others	3,622.51	2,069.73	2,470.93	1,922.83	2,073.68
	<b>3,622.51</b>	<b>2,069.73</b>	<b>2,470.93</b>	<b>1,922.83</b>	<b>2,073.68</b>
			<b>2,666.85</b>		<b>2,242.99</b>
<b>Total</b>	<b>3,850.01</b>	<b>2,286.16</b>	<b>5</b>	<b>2,141.43</b>	<b>9</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

#### RESTATED CONSOLIDATED STATEMENT OF OTHER CURRENT LIABILITIES

##### Annexure 15

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Current maturities of long term borrowings (refer Annexure 7)	268.23	221.79	455.96	456.29	838.97
Interest accrued but not due on borrowings	11.19	8.63	4.26	4.28	27.92
Interest payable on delay in payment of income tax	4.66	7.10	8.13	6.31	0.87
Book overdraft	-	4.22	18.59	-	0.01
Unpaid dividends*	-	-	0.02	0.02	0.02
Employees related payables	105.70	113.72	105.78	68.22	59.40
Advances from customers	588.95	743.22	648.26	300.76	365.34
Amount payable in respect of investments	-	-	411.18	-	-
Statutory dues	139.30	213.14	141.95	86.82	107.40
Others liabilities	-	-	32.67	-	-
<b>Total</b>	<b>1,118.03</b>	<b>1,311.82</b>	<b>1,826.80</b>	<b>922.70</b>	<b>1,399.93</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED STATEMENT OF SHORT TERM PROVISIONS**

## **Annexure 16**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Provision for employee benefits :</b>					
-Compensated absences	14.83	6.21	2.34	2.04	4.18
-Bonus	145.97	116.51	100.17	97.34	72.00
Provision for taxation [net of prepaid taxes]	12.60	45.22	104.82	69.87	5.09
Other provisions	-	-	10.76	-	-
<b>Total</b>	<b>173.40</b>	<b>167.94</b>	<b>218.09</b>	<b>169.25</b>	<b>81.27</b>

### **(a) Provision for gratuity**

The following table set out the status of the plan for gratuity as required under Accounting Standard 15 (Revised)- Employee benefits and the reconciliation of opening and closing balances of the present value of the defined benefit obligation:

#### **Changes in defined benefit obligation:**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Opening defined benefit obligation	313.58	268.59	196.50	174.24	145.07
Interest cost	24.83	20.98	17.54	14.68	12.13
Current service cost	39.87	33.92	29.81	21.36	19.53
Benefits paid	(13.07)	(17.19)	(4.47)	(3.86)	(6.05)
Actuarial gain on obligation	21.51	7.27	29.21	(9.92)	3.55
<b>Closing defined benefit obligation</b>	<b>386.72</b>	<b>313.58</b>	<b>268.59</b>	<b>196.50</b>	<b>174.24</b>

**Amount recognised as expense in the restated consolidated summary statement of profit and loss is determined as under**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Current service cost	39.87	33.92	29.81	21.36	19.53
Interest cost	24.83	20.98	17.54	14.68	12.13
Actuarial loss recognized during the year	22.93	5.27	28.72	(9.93)	3.09
Expected return on plan assets	(26.48)	(20.36)	(16.78)	(14.03)	(12.42)
<b>Net benefit expense</b>	<b>61.15</b>	<b>39.81</b>	<b>59.28</b>	<b>12.08</b>	<b>22.24</b>

**Amount recognised in the restated consolidated summary statement of balance sheet is as under:**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Defined benefit obligation	386.72	313.58	268.59	196.50	174.24
Fair value of plan assets	363.77	300.93	231.41	190.70	159.44
<b>Net liability recognized in balance sheet</b>	<b>(22.95)</b>	<b>(12.65)</b>	<b>(37.18)</b>	<b>(5.81)</b>	<b>(14.79)</b>

#### Changes in fair value of plan assets:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Fair value of plan assets at the beginning of the year	300.93	231.41	190.70	159.44	134.27
Expected return on plan assets	26.48	20.36	16.78	14.03	12.42
Contributions by employer	377.83	47.15	23.44	17.22	12.29
Actuarial loss/gain on plan assets	(1.42)	2.00	0.50	0.01	0.46
<b>Fair value of plan assets at the end of the year</b>	<b>363.77</b>	<b>300.93</b>	<b>231.41</b>	<b>190.70</b>	<b>159.44</b>
<b>Actual return on plan assets</b>	<b>25.06</b>	<b>22.37</b>	<b>17.28</b>	<b>14.04</b>	<b>12.88</b>

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
	%	%	%	%	%
Investments with Life Insurance Corporation of India	100	100	100	100	100

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining gratuity for the Company's plans are shown below:

(Amount in Rs lakhs)					
Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Discounting rate	7.54%	8.00%	7.88%	9.00%	8.50%
Expected rate of return on assets	8.00%	8.80%	8.80%	8.80%	9.25%
Future salary increase	8.00%	8.00%	8.00%	8.00%	8.00%
Employee turnover:					
- Upto 30 years	3.00%	3.00%	3.00%	3.00%	3.00%
- Upto 44 years	2.00%	2.00%	2.00%	2.00%	2.00%
- Above 44 years	1.00%	1.00%	1.00%	1.00%	1.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The Company made annual contribution to the Life Insurance Corporation of India ('LIC') of an amount advised by the LIC. The Company was not informed by LIC of the investment made or the breakdown of plan assets by investment type, accordingly related disclosures are not included in these financial statements

#### b)Compensated absences

Amount recognised as expense in the restated standalone summary statement of profit and loss is determined as under

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Current service cost	13.50	10.77	9.82	8.16	9.14
Interest cost	5.02	4.01	3.59	3.42	3.20
Actuarial loss recognized during the year	12.96	5.11	8.92	(1.05)	0.35
Amount recognised in the Statement of Profit and Loss	31.48	19.90	22.33	10.53	12.69



#### Changes in defined benefit obligation:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Opening defined benefit obligation	66.01	50.93	39.92	40.18	37.60
Interest cost	5.02	4.01	3.59	3.42	3.20
Current service cost	13.50	14.02	9.82	8.16	9.14
Benefits paid	(18.20)	(8.07)	(11.32)	(10.79)	(10.11)
Actuarial loss on obligation	12.96	5.11	8.92	(1.05)	0.35
<b>Closing defined benefit obligation</b>	<b>79.29</b>	<b>66.01</b>	<b>50.93</b>	<b>39.92</b>	<b>40.18</b>
- Current	14.83	6.21	2.34	2.04	4.18
- Non-current	64.46	59.80	48.59	37.88	36.00

#### Assumptions used:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Discounting rate	7.54%	8.00%	7.88%	9.00%	8.50%
Future salary increase	8.00%	8.00%	8.00%	8.00%	8.00%
Employee turnover:					
- Upto 30 years	3.00%	3.00%	3.00%	3.00%	3.00%
- Upto 44 years	2.00%	2.00%	2.00%	2.00%	2.00%
- Above 44 years	1.00%	1.00%	1.00%	1.00%	1.00%

#### Provident fund and Employee State Insurance fund

	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Employer's contribution to provident funds and other funds	156.55	122.49	118.11	93.28	92.04

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**RESTATED CONSOLIDATED STATEMENT OF FIXED ASSET**  
**Annexure 17**

<i>(Amount in Rs lakhs)</i>										
Gross block	Leasehold land and site development	Freehold land	Buildings	Plant and equipment	Electric substations	Computers	Furniture and fixtures	Vehicles	Office equipment	Total
<b>Balance as at 1 April 2012</b>	<b>118.74</b>	<b>330.71</b>	<b>1,898.72</b>	<b>1,649.91</b>	<b>145.49</b>	<b>101.10</b>	<b>178.98</b>	<b>120.05</b>	<b>76.64</b>	<b>4,620.34</b>
Additions	-	-	1,634.54	425.92	132.17	9.16	35.57	-	3.07	2,240.44
Disposals	-	-	-	-	-	(6.50)	(0.42)	(0.02)	-	(6.94)
Adjustments on account of trade payables written back	-	-	(24.39)	-	-	-	-	-	-	(24.39)
<b>Balance as at 31 March 2013</b>	<b>118.74</b>	<b>330.71</b>	<b>3,508.86</b>	<b>2,075.83</b>	<b>277.67</b>	<b>103.77</b>	<b>214.12</b>	<b>120.03</b>	<b>79.70</b>	<b>6,829.44</b>
Additions	-	-	13.64	215.40	-	17.91	7.00	10.99	6.39	271.33
Disposals	-	-	(5.36)	(0.43)	-	-	-	(36.50)	(0.16)	(42.45)
<b>Balance as at 31 March 2014</b>	<b>118.74</b>	<b>330.71</b>	<b>3,517.14</b>	<b>2,290.80</b>	<b>277.67</b>	<b>121.67</b>	<b>221.13</b>	<b>94.52</b>	<b>85.93</b>	<b>7,058.32</b>
Additions	-	-	-	139.85	5.82	12.98	11.94	70.57	7.20	248.36
Disposals	-	-	(4.07)	(23.23)	-	(3.37)	32.74	(2.63)	(17.90)	(18.46)
Acquired on acquisition of subsidiaries	-	-	26.30	28.23	-	2.37	-	16.99	5.32	79.21
<b>Balance as at 31 March 2015</b>	<b>118.74</b>	<b>330.71</b>	<b>3,539.37</b>	<b>2,435.65</b>	<b>283.49</b>	<b>133.65</b>	<b>265.81</b>	<b>179.46</b>	<b>80.55</b>	<b>7,367.44</b>
Additions	-	-	39.16	46.97	2.81	6.29	14.61	13.23	10.97	134.03
Disposals	-	-	-	(2.93)	-	-	-	(11.45)	-	(14.38)
<b>Balance as at 31 March 2016</b>	<b>118.74</b>	<b>330.71</b>	<b>3,578.53</b>	<b>2,479.69</b>	<b>286.29</b>	<b>139.94</b>	<b>280.42</b>	<b>181.24</b>	<b>91.52</b>	<b>7,487.08</b>
Additions*	-	-	12.17	1,055.54	1.56	30.61	11.35	0.63	30.77	1,142.63

Gross block	Leasehold land and site development	Freehold land	Buildings	Plant and equipment	Electric substations	Computers	Furniture and fixtures	Vehicles	Office equipment	Total
Disposals	-	-	-	(0.14)	(0.52)	(0.49)	(0.43)	(25.65)	-	(27.23)
<b>Balance as at 31 March 2017</b>	<b>118.74</b>	<b>330.71</b>	<b>3,590.70</b>	<b>3,535.09</b>	<b>287.33</b>	<b>170.06</b>	<b>291.34</b>	<b>156.22</b>	<b>122.29</b>	<b>8,602.48</b>
<b>Accumulated depreciation</b>										
<b>Balance as at 1 April 2012</b>	<b>7.41</b>	<b>-</b>	<b>221.94</b>	<b>879.23</b>	<b>31.89</b>	<b>77.42</b>	<b>23.37</b>	<b>33.72</b>	<b>25.18</b>	<b>1,300.17</b>
Depreciation charge	4.14	-	95.61	169.93	18.70	5.44	13.44	11.40	11.21	329.88
Reversal on disposal of assets	-	-	-	-	-	(6.50)	(0.40)	(0.02)	-	(6.91)
<b>Balance as at 31 March 2013</b>	<b>11.55</b>	<b>-</b>	<b>317.55</b>	<b>1,049.16</b>	<b>50.60</b>	<b>76.37</b>	<b>36.41</b>	<b>45.11</b>	<b>36.39</b>	<b>1,623.13</b>
Depreciation charge	4.14	-	109.61	134.99	21.39	8.17	13.45	10.75	9.13	311.62
Reversal on disposal of assets	-	-	(0.57)	(0.10)	-	-	-	(16.20)	(0.07)	(16.94)
<b>Balance as at 31 March 2014</b>	<b>15.69</b>	<b>-</b>	<b>426.59</b>	<b>1,184.05</b>	<b>71.98</b>	<b>84.53</b>	<b>49.86</b>	<b>39.66</b>	<b>45.45</b>	<b>1,917.81</b>
Depreciation charge	14.47	-	105.19	145.81	44.53	26.65	21.60	(4.86)	13.15	366.21
Acquired on acquisition of subsidiaries	-	-	26.30	27.58	-	2.27	-	3.34	4.41	63.89
Reversal on disposal of assets	-	-	(4.07)	(11.34)	-	(2.62)	19.34	(0.62)	(14.57)	(13.87)
<b>Balance as at 31 March 2015</b>	<b>30.16</b>	<b>-</b>	<b>554.01</b>	<b>1,346.10</b>	<b>116.52</b>	<b>110.83</b>	<b>90.79</b>	<b>37.52</b>	<b>48.45</b>	<b>2,334.37</b>
Depreciation charge	4.14	-	106.43	165.63	37.36	13.42	27.20	19.30	14.43	387.91

Gross block	Leasehold land and site development	Freehold land	Buildings	Plant and equipment	Electric substations	Computers	Furniture and fixtures	Vehicles	Office equipment	Total
Reversal on disposal of assets	-	-	-	(0.00)	-	-	-	(8.08)	-	(8.08)
<b>Balance as at 31 March 2016</b>	<b>34.30</b>	<b>-</b>	<b>660.43</b>	<b>1,511.74</b>	<b>153.88</b>	<b>124.25</b>	<b>117.99</b>	<b>48.73</b>	<b>62.88</b>	<b>2,714.20</b>
Depreciation charge	3.66	-	103.19	181.50	16.37	11.21	26.72	16.96	12.57	372.18
Reversal on disposal of assets	-	-		(0.04)	(0.49)	(0.35)	-	(8.13)	-	(9.02)
<b>Balance as at 31 March 2017</b>	<b>37.96</b>	<b>-</b>	<b>763.63</b>	<b>1,693.20</b>	<b>169.75</b>	<b>135.12</b>	<b>144.71</b>	<b>57.56</b>	<b>75.45</b>	<b>3,077.37</b>
<b>Net block</b>										
Balance as at 31 March 2013	107.19	330.71	3,191.32	1,026.67	227.07	27.40	177.71	74.92	43.31	5,206.31
Balance as at 31 March 2014	103.05	330.71	3,090.56	1,106.75	205.68	37.14	171.27	54.87	40.48	5,140.51
Balance as at 31 March 2015	88.58	330.71	2,985.37	1,089.55	166.97	22.82	175.02	141.94	32.10	5,033.06
Balance as at 31 March 2016	84.44	330.71	2,918.10	967.95	132.42	15.69	162.43	132.50	28.64	4,772.88
Balance as at 31 March 2017	80.78	330.71	2,827.07	1,841.89	117.58	34.94	146.63	98.66	46.84	5,525.12

During the year ended 31 March 2017, Jash USA Inc (a subsidiary of the Holding Company) entered into agreement for purchase of Plant and Equipment worth USD 900,000 from Rodney Hunt Fontaine Inc, a company based in Orange Massachussets.

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

<b>Intangible assets</b> <span style="float: right;">(Amount in Rs lakhs)</span>			
<b>Gross block</b>	<b>Technical know-how</b>	<b>Computer software</b>	<b>Total</b>
<b>Balance as at 1 April 2012</b>	<b>95.24</b>	<b>66.39</b>	<b>161.63</b>
Additions	-	15.92	15.92
<b>Balance as at 31 March 2013</b>	<b>95.24</b>	<b>82.32</b>	<b>177.56</b>
Additions	-	29.60	29.60
<b>Balance as at 31 March 2014</b>	<b>95.24</b>	<b>111.92</b>	<b>207.16</b>
Additions	-	8.41	8.41
<b>Balance as at 31 March 2015</b>	<b>95.24</b>	<b>120.33</b>	<b>215.57</b>
Additions	-	30.58	30.58
<b>Balance as at 31 March 2016</b>	<b>95.24</b>	<b>150.91</b>	<b>246.15</b>
Additions*	1,202.74	19.38	1,222.12
<b>Balance as at 31 March 2017</b>	<b>1,297.99</b>	<b>170.28</b>	<b>1,468.27</b>
<b>Accumulated amortisation</b>			
<b>Balance as at 1 April 2012</b>	<b>35.08</b>	<b>27.85</b>	<b>62.93</b>
Amortisation charge	9.85	12.45	22.30
<b>Balance as at 31 March 2013</b>	<b>44.93</b>	<b>40.30</b>	<b>85.24</b>
Amortisation charge	8.69	14.11	22.81
<b>Balance as at 31 March 2014</b>	<b>53.62</b>	<b>54.42</b>	<b>108.04</b>
Amortisation charge	7.36	13.59	20.95
<b>Balance as at 31 March 2015</b>	<b>60.99</b>	<b>68.01</b>	<b>129.00</b>
Amortisation charge	7.38	17.39	24.78
<b>Balance as at 31 March 2016</b>	<b>68.37</b>	<b>85.40</b>	<b>153.77</b>
Amortisation charge	7.45	16.93	24.38
<b>Balance as at 31 March 2017</b>	<b>75.82</b>	<b>102.33</b>	<b>178.15</b>
<b>Net block</b>			
Balance as at 31 March 2013	50.31	42.01	92.32
Balance as at 31 March 2014	41.62	57.50	99.12
Balance as at 31 March 2015	34.26	52.32	86.57
Balance as at 31 March 2016	26.87	65.50	92.38
Balance as at 31 March 2017	1,222.17	67.95	1,290.12

During the year ended 31 March 2017, Jash USA Inc (a subsidiary of the Holding Company) entered into agreement for purchase of Plant and Equipments worth USD 900,000 from Rodney Hunt Fontaine Inc, a company based in Orange Massachussets.

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF LONG TERM LOANS AND ADVANCES

### Annexure 18

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Security deposit</b>					
Related parties (refer note a)	25.00	25.00	25.00	25.00	25.00
Others	46.98	42.25	46.52	42.35	39.58
<b>Other loans and advances</b>		-	-	-	-
Balances with government authorities	40.44	16.38	31.92	20.95	19.93
Prepaid taxes (net of provision for tax)	1.67	0.29	3.72	2.69	2.69
Prepaid expenses	4.76	3.28	3.09	3.02	-
Minimum alternate tax credit entitlement	-	-	69.16	125.88	41.97
Capital advances	67.69	-	-	-	-
Others	0.34	0.32	0.25	0.25	0.25
<b>Total</b>	<b>186.88</b>	<b>87.52</b>	<b>179.66</b>	<b>220.14</b>	<b>129.42</b>

a) Includes amounts due by companies in which directors of the Company are also director, or where promoters or their relatives are interested (refer Annexure 34)

<b>Security deposits</b>					
Security deposit to Patamin Investments Private Limited	25.00	25.00	25.00	25.00	25.00

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF OTHER NON CURRENT ASSETS

### Annexure 19

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Non-current bank balances (refer Annexure 23)	60.00	60.00	60.00	60.00	70.15
Interest accrued on fixed deposits	-	-	-	-	5.77
<b>Total</b>	<b>60.00</b>	<b>60.00</b>	<b>60.00</b>	<b>60.00</b>	<b>75.92</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF CURRENT INVESTMENTS

### Annexure 20

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>a)Equity Investment (quoted)</b>					
Ramky Infrastructure Limited of Rs. 10 each (489 equity shares)	0.50	0.29	0.19	0.21	0.27
VA Tech Wabag Limited of Rs. 10 each (No. of shares 12 equity shares) (12 equity shares)	0.07	0.06	0.07	0.05	0.06
<b>b)Mutual funds investment (quoted)</b>					
Birla Sun Life Frontline Equity Fund- Growth (5,821.403 units of Rs.82.4671 each)	-	-	-	-	4.80
Birla Sun Life Midcap Fund- Growth (5,225.823 units of Rs.99.6817 each)	-	-	-	-	5.21
HDFC Equity Fund (2,226.289 units of Rs.252.4160 each)	-	-	-	-	5.62
Reliance Growth Fund (1,239.069 units of Rs.422.1847 each)	-	-	-	-	5.23
Templeton India Growth Fund (4514.220 units of Rs.106.5121 each)	-	-	-	-	4.81
<b>Total</b>	<b>0.57</b>	<b>0.35</b>	<b>0.26</b>	<b>0.25</b>	<b>26.00</b>
Aggregate market value of quoted investments	0.58	0.35	0.29	0.25	28.22

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



**RESTATED CONSOLIDATED STATEMENT OF INVENTORIES**  
**Annexure 21**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Raw materials and components	2,240.98	1,603.39	1,669.46	1,389.99	1,512.87
Goods in transit	69.69	101.49	25.57	-	-
Work-in-progress	646.42	738.78	780.33	311.94	624.25
Finished goods	676.06	1,257.07	620.16	455.24	715.32
Traded goods	51.94	48.79	105.69	38.34	87.99
Stores and spares	84.78	85.78	81.45	92.59	88.37
<b>Total</b>	<b>3,769.87</b>	<b>3,835.30</b>	<b>3,282.66</b>	<b>2,288.10</b>	<b>3,028.80</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**RESTATED CONSOLIDATED SUMMARY STATEMENT OF TRADE RECEIVABLES**  
**Annexure 22**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Outstanding for a period exceeding six months from the due date</b>					
Unsecured, considered good	1,129.88	649.98	199.09	434.14	278.19
Unsecured, considered doubtful	-	-	-	-	32.82
Less : Provision for bad and doubtful debts	-	-	-	-	(32.82)
<b>Total</b>	<b>1,129.88</b>	<b>649.98</b>	<b>199.09</b>	<b>434.14</b>	<b>278.19</b>
Other receivables	3,789.97	3,260.71	3,971.69	2,654.10	2,799.82
<b>Total</b>	<b>4,919.85</b>	<b>3,910.69</b>	<b>4,170.78</b>	<b>3,088.24</b>	<b>3,078.01</b>

**Includes amounts due by companies in which directors of the Company are also director or where promoters or their relatives are interested: (also refer Annexure 34)**

Jash Precision Tools Limited	281.55	369.64	338.97	174.33	276.17
Schutte Industrieservice GmbH	73.28	-	4.59	-	0.22
Micro Flat Datums Private Limited	147.59	-	-	-	-
	<b>502.42</b>	<b>369.64</b>	<b>343.56</b>	<b>174.33</b>	<b>276.39</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF CASH AND BANK BALANCES

### Annexure 23

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Cash and cash equivalents</b>					
Cash in hand	11.84	3.72	3.62	1.06	1.86
Balances with scheduled banks :					
-In current accounts	355.27	185.17	89.68	65.93	34.07
	<b>367.11</b>	<b>188.89</b>	<b>93.30</b>	<b>66.99</b>	<b>35.93</b>
<b>Other bank balances</b>					
Unpaid dividend account	-	-	0.02	0.02	0.02
Deposits with maturity of more than 12 months	60.00	60.00	60.00	60.00	-
Margin money deposits*	537.80	883.41	572.12	256.39	335.46
	<b>597.80</b>	<b>943.41</b>	<b>632.14</b>	<b>316.41</b>	<b>335.48</b>
Less : Amounts disclosed as other non-current assets (refer Annexure 19)	(60.00)	(60.00)	(60.00)	(60.00)	(70.15)
<b>Total</b>	<b>904.91</b>	<b>1,072.30</b>	<b>665.44</b>	<b>323.40</b>	<b>301.26</b>

\* The deposits are pledged against bank guarantees issued to sales tax authorities, and for cash credit/ letter of credit facilities.

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES**  
**Annexure 24**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Advances to suppliers	135.54	46.69	102.11	17.15	122.20
Loans to related parties (refer note a)	-	-	-	-	11.87
Advances to related parties (refer note a)	0.56	0.80	0.09	0.51	0.67
Value added tax receivables	-	-	-	10.05	29.34
Advances given to employees	1.40	1.00	7.00	9.04	6.22
Balance with government authorities	227.92	185.74	149.73	144.71	188.40
Prepaid expenses	36.13	39.21	40.09	28.29	27.09
Tender fee and earnest money deposit	8.82	12.18	8.59	11.72	5.10
<b>Total</b>	<b>410.37</b>	<b>285.62</b>	<b>307.61</b>	<b>211.42</b>	<b>361.55</b>

**a) Includes amounts due by companies in which directors of the Company are also director, or where promoters or their relatives are interested (refer Annexure 34)**

<b>1) Receivable from related parties</b>	<b>0.56</b>	<b>0.80</b>	<b>0.09</b>	<b>0.51</b>	<b>0.67</b>
Jash Flowcon Engineers	0.56	0.80	-	0.51	0.67
Schutte Meyer Ashwath Alloys Private Limited	-	-	0.09	-	-
<b>2) Loans to related parties</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11.87</b>
Patamin Investments Private Limited	-	-	-	-	11.87

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED STATEMENT OF OTHER CURRENT ASSETS**

## **Annexure 25**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Interest accrued on deposits	76.28	73.62	49.59	16.84	8.82
<b>Total</b>	<b>76.28</b>	<b>73.62</b>	<b>49.59</b>	<b>16.84</b>	<b>8.82</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED STATEMENT OF REVENUE FROM OPERATIONS**

## **Annexure 26**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Sale of products</b>					
Manufactured goods	15,217.09	12,612.06	12,363.53	11,041.83	8,061.21
Traded goods	1,249.23	154.77	300.90	989.65	719.98
<b>Sale of services</b>					
Erection charges	-	-	-	27.60	23.18
Installation charges	25.25	15.97	22.41	-	-
Job work charges	-	-	2.05	-	-
<b>Other operating revenues</b>					
Power generation from screw generator	-	0.39	2.68	2.21	-
Scrap sales	72.60	41.69	72.35	23.58	15.33
<b>Total</b>	<b>16,564.17</b>	<b>12,824.88</b>	<b>12,763.92</b>	<b>12,084.87</b>	<b>8,819.70</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED STATEMENT OF OTHER INCOME**

## **Annexure 27**

*(Amount in Rs lakhs)*

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>	<b>Nature (Recurring/ non- recurring)*</b>	<b>Related/not related to business activity</b>
Interest income							
-fixed deposits	61.19	76.14	51.55	32.86	33.95	Recurring	Related
-others	5.75	3.29	4.78	3.55	9.06	Non-recurring	Related
Royalty income	41.17	-	-	-	-	Non-recurring	Not related
Dividend income	-	-	-	-	1.23	Non-recurring	Not related
Profit on sale of fixed assets (net)	22.74	0.14	-	0.45	-	Non-recurring	Related
Profit on sale of investments	-	-	-	3.29	-	Non-recurring	Not related
Foreign currency gain/(loss) (net)	134.46	26.11	17.58	-	21.80	Recurring	Related
Unclaimed balances written back	42.22	46.72	22.03	12.03	2.01	Recurring	Related
Miscellaneous income	9.81	22.95	4.32	6.00	5.53	Non-recurring	Not related
<b>Total</b>	<b>317.34</b>	<b>175.35</b>	<b>100.26</b>	<b>58.18</b>	<b>73.58</b>		

\* As determined by management, based on current operational and business activity of the Company.

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF COST OF RAW MATERIALS AND COMPONENTS CONSUMED

### Annexure 28

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Inventory at the beginning of the year	1,603.39	1,669.46	1,389.99	1,512.87	1,207.41
Add : Purchases during the year	7,192.15	5,600.87	6,270.34	4,599.55	4,302.30
Less : Inventory at the end of the year	2,236.84	1,603.39	1,669.46	1,389.99	1,512.87
	<b>6,558.70</b>	<b>5,666.94</b>	<b>5,990.87</b>	<b>4,722.43</b>	<b>3,996.84</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF PURCHASE OF TRADED GOODS

### Annexure 29

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Purchase of hydro power screw generator	-	-	-	-	65.92
Purchase of process equipments	852.62	499.82	421.86	451.31	393.37
<b>Total</b>	<b>852.62</b>	<b>499.82</b>	<b>421.86</b>	<b>451.31</b>	<b>459.29</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**RESTATED CONSOLIDATED STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS**

**Annexure 30**

*(Amount in Rs lakhs)*

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
<b>Opening inventory</b>					
Finished and traded goods	1,305.87	725.85	493.58	803.31	325.12
Work in progress	738.78	780.33	311.94	624.25	506.36
	<b>2,044.65</b>	<b>1,506.18</b>	<b>805.52</b>	<b>1,427.56</b>	<b>831.48</b>
<b>Add : Acquisition of subsidiary</b>					
Work in progress	-	-	31.92	-	-
<b>Less : closing inventory</b>					
Finished and traded goods	728.00	1,305.86	725.85	493.58	803.31
Work in progress	646.42	738.78	780.33	311.94	624.25
	<b>1,374.42</b>	<b>2,044.64</b>	<b>1,506.18</b>	<b>805.52</b>	<b>1,427.56</b>
<b>Change in inventories</b>	<b>670.23</b>	<b>(538.46)</b>	<b>(668.74)</b>	<b>622.04</b>	<b>(596.08)</b>
Excise duty on opening stock	141.99	77.37	46.00	67.62	37.27
Less: excise duty on closing stock	83.98	141.99	77.37	46.00	67.62
<b>Change in excise duty of finished goods</b>	<b>(58.01)</b>	<b>64.62</b>	<b>31.37</b>	<b>(21.62)</b>	<b>30.35</b>
<b>Total</b>	<b>612.22</b>	<b>(473.84)</b>	<b>(637.37)</b>	<b>600.42</b>	<b>(565.73)</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



# **RESTATED CONSOLIDATED STATEMENT OF EMPLOYEE BENEFIT EXPENSES**

## **Annexure 31**

*(Amount in Rs lakhs)*

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Salaries, wages and bonus	1,808.63	1,558.85	1,496.91	1,179.36	1,035.28
Contributions to provident and other funds	156.55	122.49	118.11	93.28	114.70
Staff welfare expenses	56.83	59.10	35.29	28.68	18.59
<b>Total</b>	<b>2,022.01</b>	<b>1,740.44</b>	<b>1,650.31</b>	<b>1,301.32</b>	<b>1,168.57</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED STATEMENT OF FINANCE COSTS**

## **Annexure 32**

*(Amount in Rs lakhs)*

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Interest expense	423.03	428.43	451.50	434.93	450.95
Interest on delay in payment of income tax	4.66	11.99	8.13	6.31	0.87
Other borrowing costs	124.46	103.56	132.97	99.22	68.54
<b>Total</b>	<b>552.15</b>	<b>543.98</b>	<b>592.60</b>	<b>540.46</b>	<b>520.36</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# **RESTATED CONSOLIDATED STATEMENT OF OTHER EXPENSES**

## **Annexure 33**

*(Amount in Rs lakhs)*

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Consumption of stores and spare parts	734.90	592.38	624.67	648.86	621.02
Power, fuel and water	152.54	144.28	167.20	163.57	152.45
Rent	102.80	69.97	69.62	69.68	43.95
Rates and taxes	48.04	87.37	61.19	33.39	16.03
Conveyance expenses	18.32	16.12	15.71	15.88	17.19
Loss on sale/discarding of fixed assets (net)	0.07	0.02	2.03	-	-
Net loss for diminution in the value of investments	-	-	-	-	0.79
Telephone and internet expense	19.14	20.24	20.27	19.58	17.11
Repairs and maintenance					
Building	47.57	17.03	5.50	12.21	4.67
Others	25.43	25.86	22.90	21.70	15.51
Vehicle running and maintenance	23.13	20.51	20.08	16.43	12.21
Insurance charges	29.80	26.45	23.46	18.77	15.71
Travelling expenses	196.36	133.49	153.47	117.04	108.51
Royalty	37.51	11.23	13.61	24.01	5.26
Legal and professional	92.27	74.88	107.80	71.89	34.41
Advertisement and sales promotion expense	258.26	121.30	54.66	81.82	96.47
Commission and brokerage	173.70	171.93	134.01	123.58	111.60
Carriage outward	197.49	104.71	58.87	62.17	39.82
Labour charges	231.94	190.09	167.14	159.65	169.69
Job work charges	596.34	352.65	350.75	380.78	308.37
Late delivery charges	19.44	22.55	24.75	39.35	-
Bad debts	51.99	87.52	74.88	83.97	12.09
Export expenses	245.95	135.65	120.13	125.31	39.81
Drawing, designing and pattern charges	79.60	55.52	58.44	60.14	17.79
Liquidated damages	-	-	-	-	37.20
Provision for doubtful debts	-	-	-	-	32.82
Miscellaneous expenses	253.00	131.21	116.88	99.30	107.44
<b>Total</b>	<b>3,635.59</b>	<b>2,612.96</b>	<b>2,468.02</b>	<b>2,449.08</b>	<b>2,037.92</b>

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6

## RESTATED CONSOLIDATED SUMMARY STATEMENT OF RELATED PARTY TRANSACTIONS AND BALANCES

### Annexure 34

#### A. Related Party relationships

#### List of related parties:

Particulars	For the year ended				
	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>1. Key managerial personnel (KMP)</b>	Mr. Laxminandan Amin, Chairman and Managing Director	Mr. Laxminandan Amin, Chairman and Managing Director	Mr. Laxminandan Amin, Chairman and Managing Director	Mr. Laxminandan Amin, Chairman and Managing Director	Mr. Laxminandan Amin, Chairman and Managing Director
	Mr. Pratik Patel, Managing Director	Mr. Pratik Patel, Managing Director	Mr. Pratik Patel, Managing Director	Mr. Pratik Patel, Managing Director	Mr. Pratik Patel, Managing Director
	Mr. Axel Schutte, Director	Mr. Axel Schutte, Director	Mr. Axel Schutte, Director	Mr. Axel Schutte, Director	Mr. Axel Schutte, Director
<b>2. Relatives of KMP (with whom transactions have taken place during the year)</b>	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel)	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel)	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel)	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel)	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel)
	Mr. Harsh Patel (son)	Mr. Harsh Patel (son of Mr. Pratik Patel)	Mrs. Swati Desai (sister of Mr. Pratik Patel)	Mrs. Swati Desai (sister of Mr. Pratik Patel)	Mrs. Swati Desai

Particulars		For the year ended				
		31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
		of Mr. Pratik Patel) Mrs. Swati Desai (sister of Mr. Pratik Patel) Mrs. Hirni Amin (sister of Mr. Pratik Patel) Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin) Mr. Rasesh Amin (son of Mr. L. D. Amin) Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)	Pratik Patel) Mrs. Swati Desai (sister of Mr. Pratik Patel) Mrs. Hirni Amin (sister of Mr. Pratik Patel) Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin) Mr. Rasesh Amin (son of Mr. L. D. Amin) Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)	Mrs. Hirni Amin (sister of Mr. Pratik Patel) Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin) Mr. Rasesh Amin (son of Mr. L. D. Amin) Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)	Mrs. Hirni Amin (sister of Mr. Pratik Patel) Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin) Mr. Rasesh Amin (son of Mr. L. D. Amin) Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)	(sister of Mr. Pratik Patel) Mrs. Hirni Amin (sister of Mr. Pratik Patel) Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin) Mr. Rasesh Amin (son of Mr. L. D. Amin) Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)
<b>3.</b>	<b>Entities in which key management personnel/director is having significant influence/interested with whom there are transactions/balances during the year</b>	Patamin Investments Private Limited	Patamin Investments Private Limited	Patamin Investments Private Limited	Patamin Investments Private Limited	Patamin Investments Private Limited
		Jash Precision Tools Limited	Jash Precision Tools Limited	Jash Precision Tools Limited	Jash Precision Tools Limited	Jash Precision Tools Limited
		Schutte Industrieservice GmbH	Schutte Industrieservice GmbH	Schutte Industrieservice GmbH	Schutte Industrieservice GmbH	Schutte Meyer India Private Limited
		Schutte Meyer Industries Private Limited	Schutte Meyer Industries Private Limited	Schutte Meyer Industries Private Limited	Schutte Meyer Industries Private Limited	Schutte Industrial Services
		Schutte Meyer Ashwath Alloys Private Limited	Schutte Meyer Ashwath Alloys Private Limited	Schutte Meyer Ashwath Alloys Private Limited	Schutte Meyer Ashwath Alloys Private Limited	Jash Flowcon Engineers (a partnership firm)
		Jash Flowcon Engineers (a partnership firm)	Jash Flowcon Engineers (a partnership firm)	Jash Flowcon Engineers (a partnership firm)	Jash Flowcon Engineers (a partnership firm)	

Particulars		For the year ended				
		31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
		L. D. Amin HUF	L. D. Amin HUF			
		Micro Flat Datums Private Limited				
4.	Entity having significant influence over the Company	Pragati India Fund Limited	Pragati India Fund Limited	PI International LP	PI International LP	PI International LP (with effect from 4 August 2012)
				Pragati India Fund Limited (w.e.f. 11 August 2014)		

# Pursuant to demise of Mrs. Jyotsna Amin on 13 January 2016, equity shares held in the name of deceased were transmitted to her legal heir/nominee on 03 May 2016 as follows:-

Name of receiver	Number of shares	Date of transmission
Mr. Rasesh Amin (son of Mr L. D. Amin)	4,24,750	03-May-16
Mrs. Avani Vipul Patel (daughter of Mr. Laxminandan Amin)	1,21,357	03-May-16
Mr. Kartik Amin (grandson of Mr. Laxminandan Amin)	60,679	03-May-16

(Amount in Rs lakhs)

S.No	Key managerial personnel and relatives	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
1	Transactions during the year					
	Managerial remuneration	99.91	83.42	73.99	60.38	63.02
	Mr Laxminandan Amin	52.03	44.31	39.40	31.09	29.86
	Mr. Pratik Patel	44.51	39.11	34.59	29.29	33.16
	Mr. Axel Schuette	3.37	-	-	-	-
	Dividend for the year (excluding dividend distribution tax)	86.51	84.71	70.18	61.40	83.98
	Mr. Pratik Patel	38.23	47.23	37.78	33.06	29.96
	Mr. Laxminandan Amin	5.35	3.55	4.28	3.74	5.76

S.No	Key managerial personnel and relatives	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
	<i>Mr. Axel Schutte</i>	15.40	15.40	12.32	10.78	21.56
	<i>Patamin Investments Private Limited</i>	-	-	-	-	-
	<i>Pragati Fund Private Limited</i>	-	-	-	-	-
	<i>Mrs. Bhairavi Patel</i>	5.05	5.05	4.04	3.53	8.65
	<i>Mrs. Swati Desai</i>	0.24	0.24	0.19	0.17	0.33
	<i>Mrs. Hirni Amin</i>	0.86	0.86	0.69	0.60	1.20
	<i>Late Mrs. Jyotsna Amin</i>	-	-	9.71	8.50	14.47
	<i>Mr. Rasesh Amin</i>	8.83	-	0.27	0.24	0.48
	<i>Ms. Avani Vipul Patel</i>	3.55	8.83	0.90	0.78	1.57
	<i>Mr. Harsh Patel</i>	9.00	3.55	-	-	-
	<b>Interest expenses</b>	<b>21.92</b>	<b>21.78</b>	-	-	-
	<i>L. D. Amin HUF</i>	-	1.43	-	-	-
	<i>Late Mrs. Jyotsna Amin</i>	0.21	-	-	-	-
	<i>Mrs. Bhairavi Patel</i>	0.42	-	-	-	-
	<i>Mr. Harsh Patel</i>	21.29	-	-	-	-
	<i>Mr. Pratik Patel</i>	-	20.35	-	-	-
	<b>Expenses incurred by Company on behalf of</b>	<b>2.45</b>	-	-	-	-
	<i>Mr. Harsh Patel</i>	0.25	-	-	-	-
	<i>Mr. Pratik Patel</i>	2.20	-	-	-	-
	<b>Reimbursement of expenses</b>	<b>25.61</b>	<b>14.23</b>	<b>19.11</b>	<b>5.50</b>	-
	<i>Mr. Pratik Patel</i>	23.98	12.84	17.62	4.72	-
	<i>Mr. L. D. Amin</i>	1.10	1.20	1.49	0.78	-
	<i>Mr. Harsh patel</i>	0.53	0.19	-	-	-
	<b>Stipend expense</b>	<b>1.40</b>	<b>3.08</b>	-	-	-
	<i>Mr. Harsh Patel</i>	1.40	3.08	-	-	-

S.No	Key managerial personnel and relatives	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
	<b>Loans taken</b>	<b>117.43</b>	<b>40.50</b>	<b>180.00</b>	-	-
	<i>Mr. Pratik Patel</i>	88.00	30.00	169.00	-	-
	<i>L. D. Amin HUF</i>	17.43	10.50	-	-	-
	<i>Mrs. Bhairavi Patel</i>	4.00	-	-	-	-
	<i>Mr. Harsh Patel</i>	8.00	-	-	-	-
	<i>Late Mrs. Jyotsna Amin</i>	-	-	11.00	-	-
	<b>Loan repaid/adjusted</b>	<b>107.93</b>	<b>13.00</b>	<b>14.50</b>	-	-
	<i>Mr. Pratik Patel</i>	90.50	11.00	13.50	-	-
	<i>Late Mrs. Jyotsna Amin</i>	13.93	-	1.00	-	-
	<i>L. D. Amin HUF</i>	3.50	2.00	-	-	-
	<i>Engineering and Manufacturing Jash Limited</i>	-	-	-	-	-
	<b>Year end Balances</b>					
	<b>Long term borrowings</b>	<b>188.92</b>	<b>198.60</b>	<b>170.00</b>	-	-
	<i>Mr Pratik Patel</i>	176.35	177.27	158.29	-	-
	<i>Mrs. Bhairavi Patel</i>	4.19	-	-	-	-
	<i>Mr. Harsh Patel</i>	8.38	-	-	-	-
	<i>L. D Amin (HUF)</i>	-	21.33	-	-	-
	<i>Late Mrs. Jyotsana Amin</i>	-	-	11.71	-	-
	<b>Dividend payable (excluding dividend distribution tax)</b>	-	<b>84.71</b>	<b>70.18</b>	<b>61.40</b>	
	<i>Mr. Pratik Patel</i>	-	47.23	37.78	33.06	-
	<i>Mr. Laxminandan Amin</i>	-	3.55	4.28	3.74	-
	<i>Mr. Axel Schutte</i>	-	15.40	12.32	10.78	-
	<i>Mrs. Bhairavi Patel</i>	-	5.05	4.04	3.53	-
	<i>Mrs. Swati Desai</i>	-	0.24	0.19	0.17	-
	<i>Mr. Hirni Amin</i>	-	0.86	0.69	0.60	-
	<i>Mrs. Jyotsna Amin</i>	-	-	9.71	8.50	-
	<i>Mr. Rasesh Amin</i>	-	8.83	0.27	0.24	-
	<i>Mr. Avani Vipul Patel</i>	-	3.55	0.90	0.78	-



S.No	Key managerial personnel and relatives	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
	<b>Amount payable</b>	<b>4.18</b>	<b>11.08</b>	<b>7.90</b>	<b>9.27</b>	<b>-</b>
	<i>Mr. Pratik Patel</i>	2.68	5.31	4.05	4.96	-
	<i>Mr. Laxminandan Amin</i>	1.26	4.76	3.85	4.31	-
	<i>Mr. Jayesh Pandya</i>	-	0.73	-	-	-
	<i>Mr. Harsh Patel</i>	0.24	0.28	-	-	-
<b>2</b>	<b>Entities where KMPs or relatives of KMPs exercise significant influence/Entities having significant influence over the company</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
	<b>Transactions during the year</b>					
	<b>Sale of goods</b>	<b>1,070.19</b>	<b>649.49</b>	<b>647.30</b>	<b>367.92</b>	<b>736.20</b>
	<i>Jash Precision Tools Limited</i>	462.87	427.93	562.20	358.83	680.77
	<i>Schutte Industrieservice GmbH</i>	79.38	221.56	39.15	9.09	55.43
	<i>Schutte Meyer Ashwath Alloys Private Limited</i>	14.59	-	45.95	-	-
	<i>Micro Flat Datums Private Limited</i>	513.35	-	-	-	-
	<b>Purchase of goods</b>	<b>103.36</b>	<b>136.86</b>	<b>116.91</b>	<b>40.07</b>	<b>18.40</b>
	<i>Jash Precision Tools Limited</i>	-	1.50	2.03	1.41	12.37
	<i>Schutte Meyer Industries Private Limited</i>	2.02	61.76	-	-	2.80
	<i>Schutte Meyer Ashwath Alloys Private Limited</i>	101.34	73.60	114.88	38.66	3.23
	<b>Dividend for the year (excluding dividend distribution tax)</b>	<b>51.62</b>	<b>51.62</b>	<b>41.30</b>	<b>28.64</b>	<b>10.68</b>
	<i>Patamin Investments Private Limited</i>	0.16	0.16	0.13	0.11	0.10
	<i>Pragati Fund Private Limited</i>	51.46	51.46	41.17	-	-
	<i>PI International LP</i>	-	-	-	28.53	10.58
	<b>Issue of equity shares (including securities premium)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,275.02</b>
	<i>PI International LP</i>	-	-	-	-	2,275.02

2	Entities where KMPs or relatives of KMPs exercise significant influence/Entities having significant influence over the company	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
	<b>Labour charges received</b>	-	0.06	-	1.09	0.32
	<i>Jash Precision Tools Limited</i>	-	0.06	-	1.09	0.32
	<b>Interest expense</b>	8.77	5.99	4.01	2.82	-
	<i>Patamin Investments Private Limited</i>	6.79	5.55	4.01	2.82	-
	<i>L. D. Amin HUF</i>	1.98	0.44	-	-	-
	<b>Interest received</b>	-	-	-	-	3.13
	<i>Patamin Investments Private Limited</i>	-	-	-	-	3.13
	<b>Labour charges paid</b>	-	-	-	16.19	6.07
	<i>Jash Precision Tools Limited</i>	-	-	-	16.19	6.07
	<b>Job work charges and labour charges</b>	36.45	21.55	8.63	-	-
	<i>Jash Precision Tools Limited</i>	17.05	21.55	8.63	-	-
	<i>Jash Flowcon Engineers</i>	17.67	-	-	-	-
	<i>Micro Flat Datums Private Limited</i>	1.67	-	-	-	-
	<i>Schutte Meyer Ashwath Alloys Private Limited</i>	0.06	-	-	-	-
	<b>Expenses incurred/paid on behalf of Company</b>	0.30	14.71	6.88	-	-
	<i>Jash Flowcon Engineers</i>	0.30	-	-	-	-
	<i>Schutte Meyer Industries Private Limited</i>	-	14.71	6.88	-	-
	<b>Rent expense</b>	48.27	47.85	47.19	47.19	47.19
	<i>Patamin Investments Private Limited</i>	48.27	47.85	47.19	47.19	47.19
	<b>Expenses incurred by Company on behalf of related parties</b>	3.85	11.54	17.49	11.27	0.67
	<i>Jash Flowcon Engineers</i>	0.58	1.05	0.49	0.51	0.67
	<i>Jash Precision Tools Limited</i>	0.97	1.58	0.96	-	-

2	Entities where KMPs or relatives of KMPs exercise significant influence/Entities having significant influence over the company	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
	<i>Patamin Investments Private Limited</i>	-	8.91	15.95	10.76	-
	<i>Schutte Meyer India Private Limited</i>	2.30	-	0.09	-	-
	<b>Expenses incurred by related parties on behalf of Company</b>	-	-	2.37	-	-
	<i>Schutte Industrieservice GmbH</i>	-	-	2.37	-	-
	<b>Reimbursement of expenses</b>	-	-	-	2.35	-
	<i>Schutte Meyer India Private Limited</i>	-	-	-	2.35	-
	<b>Loan taken</b>	-	15.00	20.00	33.00	-
	<i>Patamin Investments Private Limited</i>	-	15.00	20.00	33.00	-
	<b>Loan repaid/adjusted</b>	-	-	34.82	8.00	-
	<i>Patamin Investments Private Limited</i>	-	-	34.82	8.00	-
	<b>Trade receivables</b>	502.42	369.64	343.56	174.33	276.39
	<i>Jash Precision Tools Limited</i>	281.55	369.64	338.97	174.33	276.17
	<i>Schutte Industrieservice GmbH</i>	73.28	-	4.59	-	0.22
	<i>Micro Flat Datums Private Limited</i>	147.59	-	-	-	-
	<b>Advances to related parties</b>	0.56	0.80	0.09	0.51	12.54
	<i>Jash Flowcon Engineers</i>	0.56	0.80	-	0.51	0.67
	<i>Shivpad Engineers Private Limited</i>	-	-	-	-	11.87
	<i>Schutte Meyer Ashwath Alloys Private Ltd</i>	-	-	0.09	-	-
	<b>Trade payables</b>	17.47	72.70	40.68	30.88	12.40
	<i>Jash Precision Tools Limited</i>	-	21.45	3.14	8.83	12.40
	<i>Schutte Industrieservice GmbH</i>	-	-	-	0.84	-
	<i>Schutte Meyer Ashwath Alloys Private Limited</i>	9.36	51.25	37.54	21.21	-

2	Entities where KMPs or relatives of KMPs exercise significant influence/Entities having significant influence over the company	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
	<i>Jash Flowcon Engineers</i>	2.02	-	-	-	-
	<i>Schutte Industrieservice GmbH</i>	4.17	-	-	-	-
	<i>Schutte Meyer India Private Limited</i>	1.92	-	-	-	-
	<b>Long term borrowings</b>	<b>86.56</b>	<b>56.56</b>	<b>36.56</b>	<b>473.71</b>	<b>-</b>
	<i>Patamin Investments Private Limited</i>	62.87	56.56	36.56	473.71	-
	<i>L. D Amin (HUF)</i>	23.69	-	-	-	-
	<b>Dividend payable (excluding dividend distribution tax)</b>	<b>-</b>	<b>51.62</b>	<b>41.30</b>	<b>28.64</b>	<b>-</b>
	<i>Patamin Investments Private Limited</i>	-	0.16	0.13	0.11	-
	<i>Pragati Fund Private Limited</i>	-	51.46	41.17	-	-
	<i>PI International LP</i>	-	-	-	28.53	-
	<b>Security deposits</b>	<b>25.00</b>	<b>25.00</b>	<b>25.00</b>	<b>25.00</b>	<b>25.00</b>
	<i>Patamin Investments Private Limited</i>	25.00	25.00	25.00	25.00	25.00

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6

# **RESTATED CONSOLIDATED SUMMARY STATEMENT OF CAPITALISATION**

## **Annexure 35**

*(Amount in Rs lakhs)*

Particulars	Pre - Offer (as at 31 March 2017)	Post - Offer*
<b>Borrowings:</b>		
Short-term borrowings	2,946.30	-
Current maturities of long-term borrowings	268.23	-
Long-term borrowings (A)	1,984.36	-
<b>Total debt (B)</b>	<b>5,198.88</b>	<b>-</b>
<b>Shareholders' fund (Net worth)</b>		
Share capital	957.54	-
Reserves and surplus	7,415.04	-
<b>Total shareholders' fund (Net worth) (C)</b>	<b>8,372.58</b>	<b>-</b>
<b>Long-term borrowings/shareholders' fund (Net worth) ratio (A/C)</b>	0.24	-
<b>Total borrowings/shareholders' fund (Net worth) ratio (B/C)</b>	0.62	-

\* These amounts (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.

### **Notes:**

1. Short-term borrowings and current maturity of long term borrowing are debts which are due for repayment within 12 months from 31 March 2017.
2. Long-term borrowings are considered as borrowings other than short-term borrowings and current maturities of long term borrowing.
3. The amounts disclosed above are based on the Restated Consolidated Financial Information.
4. The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

### Annexure 36

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>A</b> Net worth	8,372.58	7,519.53	6,997.79	6,645.03	5,872.46
<b>B</b> Net profit after tax, as restated	1,026.26	727.50	762.29	772.57	149.03
<b>Weighted average number of equity shares outstanding during the year</b>					
<b>C</b> For basic earnings per share	95,75,400	95,75,400	95,75,400	95,75,400	84,46,378
<b>D</b> For diluted earnings per share	95,75,400	95,75,400	95,75,400	95,75,400	84,46,378
<b>E</b> Number of shares outstanding at the end of the year	95,75,400	95,75,400	95,75,400	95,75,400	95,75,400
<b>F</b> Restated basic earnings/(loss) per share (B/C) (in Rs.)	10.72	7.60	7.96	8.07	1.76
<b>G</b> Restated diluted earnings/(loss) per share (B/D) (in Rs.)	10.72	7.60	7.96	8.07	1.76
<b>H</b> Return on net worth (%) (B/A)	12.26%	9.67%	10.89%	11.63%	2.54%
<b>I</b> Net assets value per share of Rs. 10 each (A/E)	87.44	78.53	73.07	69.40	61.53
<b>J</b> Face value (in Rs.)	10	10	10	10	10

#### Notes:

1. The ratio has been computed as below:

Basic earnings per share (in Rs.) =	$\frac{\text{Net profit/(loss) after tax, as restated}}{\text{Weighted average number of equity shares outstanding during the year}}$
Diluted earnings per share (in Rs.) =	$\frac{\text{Net profit/(loss) after tax, as restated}}{\text{Weighted average number of potential equity shares outstanding during the year}}$
Return on net worth (%) =	$\frac{\text{Net profit/(loss) after tax, as restated}}{\text{Net worth as restated as at year end}}$
Net asset value per share (in Rs.) =	$\frac{\text{Net asset, as restated}}{\text{Number of equity shares outstanding as at year end}}$

2. Earning per shares (EPS) calculation is in accordance with the notified Accounting Standard 20 'Earnings per share' specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

3. The amounts disclosed above are based on the Restated Consolidated Financial Information of the Company.

# **RESTATED CONSOLIDATED STATEMENT OF DIVIDEND**

## **Annexure 37**

	<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
<b>A</b>	No. of equity shares at the time of declaration of the dividend	95,75,400	95,75,400	95,75,400	95,75,400	95,75,400
<b>B</b>	Average outstanding shares at the time of declaration of dividend	95,75,400	95,75,400	95,75,400	95,75,400	84,46,378
<b>C</b>	Face value	10	10	10	10	10
<b>D</b>	Final dividend per equity share (in Rs)	2.0	2.0	1.6	1.4	-
<b>E</b>	Interim dividend per equity share (in Rs)	-	-	-	-	0.8
<b>F</b>	Final/Interim dividend (%)	20%	20%	16%	14%	8%
<b>G</b>	Total proposed dividend (in Rs lakhs)	191.51	191.51	153.21	134.06	-
<b>H</b>	Total interim dividend (in Rs lakhs)	-	-	-	-	67.52
<b>I</b>	Dividend tax on proposed dividend(in Rs lakhs)	27.99	27.99	25.69	18.19	-
<b>J</b>	Dividend tax on interim dividend(in Rs. lakhs)	-	-	-	-	10.95

Note: The above Statement should be read with the Restated Consolidated Statement of Significant Accounting Policies in Annexure 4, Restated Consolidated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Consolidated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



## RESTATED STANDALONE FINANCIALS

To

The Board of Directors,  
Jash Engineering Limited  
31, Sanwer Road Industrial Area,  
Sector-C, Indore,  
Madhya Pradesh- 452015

### **Auditor's Report on Restated Standalone Financial Information in connection with proposed Initial Public Offer of Equity Shares on the SME Platform of National Stock Exchange of India Limited (the "Proposed Offer")**

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Information of Jash Engineering Limited ("the Company"), which comprises the Restated Standalone Summary Statement of Assets and Liabilities as at 31 March 2017, 2016, 2015, 2014 and 2013, the Restated Standalone Summary Statements of Profit and Loss, Restated Standalone Summary Statement of Cash Flows (collectively referred as "Restated Standalone Financial Information") and other financial information (as described in more detail in paragraph 5(e) below, referred as "other financial information"), for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013, as approved by the Board of Directors of the Company prepared in terms of the requirements of :
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"); and
  - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

The preparation of the Restated Standalone Financial Information and other financial information is the responsibility of the management of the Company for the purpose set out in paragraph 9 below. The management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Restated Standalone Financial Information taking into consideration:
  - a) the terms of our engagement agreed upon with you in accordance with our engagement letter dated 11 August 2017 in connection with the Proposed Offer of the Company; and
  - b) the Guidance Note on Reports in Company Prospectuses (Revised 2016) ("the Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI").
3. These Restated Standalone Financial Information and other financial information has been compiled by the management from the Audited Standalone Financial Statements of the Company as at and for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 which have been approved by Board of Directors of the Company at their meetings held on 25 July 2017, 29 July 2016, 23 July 2015, 26 July 2014 and 6 July 2013 respectively.
4. We have not examined any financial information of the Company as of any date or for any period subsequent to 31 March 2017. Accordingly, we do not express any opinion on the financial position,

results of operations or cash flows of the Company as of any date or for any period subsequent to 31 March 2017.

5. In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:
  - a. The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure 1 to this report, have been arrived at after making adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in Restated Standalone Statement of Significant Accounting Policies, Restated Standalone Summary Statement of Notes to the Restated Summary Statements of the Company and Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Standalone Financial Statements in Annexures 4, 5 and 6 respectively.
  - b. The Restated Standalone Summary Statement of Profit and Loss of the Company for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure 2 to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Restated Standalone Summary Statement of Significant Accounting Policies, Restated Standalone Summary Statement of Notes to the Restated Summary Statements of the Company and Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Standalone Financial Statements in Annexures 4, 5 and 6 respectively.
  - c. The Restated Standalone Summary Statement of Cash Flows of the Company for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure 3 to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Restated Standalone Summary Statement of Significant Accounting Policies, Restated Standalone Summary Statement of Notes to the Restated Summary Statements of the Company and Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Standalone Financial Statements in Annexures 4, 5 and 6 respectively.
  - d. Based on the above and according to the information and explanations given to us, we further report that the Restated Standalone Financial Information:
    - i. have been compiled after incorporating adjustments for the changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
    - ii. have been compiled after incorporating adjustments (as enumerated in Annexure 6A) for the material amounts in the respective financial years to which they relate; and
    - iii. does not contain any extra-ordinary items that need to be disclosed separately and does not contain any qualification requiring adjustments.
  - e. We have also examined the following “other financial information” set out in Annexures stated below, prepared by the Company’s management and approved by the Board of Directors, relating to the Company for the years ended 31 March 2017, 2016, 2015, 2014 and 2013.
    - i) Restated Standalone Summary Statement of Related Party Transactions and Balances, Annexure 35
    - ii) Restated Standalone Summary Statement of Capitalization, Annexure 36
    - iii) Restated Standalone Summary Statement of Tax Shelter, Annexure 37
    - iv) Restated Standalone Summary Statement of Accounting Ratios, Annexure 38; and
    - v) Restated Standalone Summary Statement of Dividend Declared, Annexure 39.

According to the information and explanations given to us, in our opinion, the Restated Standalone Financial Information and other financial information contained in Annexures 1 to 39 of this report read along with the Restated Standalone Summary Statement of Significant Accounting Policies and Restated Standalone Summary Statement of Notes to the Restated Summary Statements and Restated Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Standalone Financial Statements of the Company in Annexures 4, 5 and 6 respectively, are prepared after making adjustments and regrouping/reclassification as considered appropriate have been prepared in accordance with Section 26(1)(b) of the Act, ICDR Regulations and the Guidance Note.

6. We draw attention to Annexure 5(J) to the Restated Standalone Financial Information which describes uncertainties relating to matter of foreign currency receivables that are outstanding beyond the timelines stipulated by the Reserve Bank of India vide Master Circular on Export of Goods and Services issued under the Foreign Exchange Management Act, 1999 ("FEMA"). Pending final outcome of the aforesaid matter, which is presently unascertainable, no adjustments have been recorded in Restated Standalone Financial Information on account of levies, if any, on the Company due to such default. Our opinion is not modified in respect of such matter.
7. This report should not be in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us nor should it be construed as a new opinion on any of the financial statements referred to herein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. Our report is intended solely for use of the Company's management for inclusion in the Red Herring Prospectus (the "Offer Document") to be filed with the National Stock Exchange of India Limited and Registrar of Companies, Gwalior – Madhya Pradesh in connection with the Proposed Offer of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No: 001076N/N500013

per **Neeraj Sharma**  
Partner  
Membership No. 502103

**Place:** Gurugram  
**Date:** 31 August 2017

# Restated Standalone Summary Statement of Assets and Liabilities

## Annexure 1

(Amount in Rs lakhs)

Particulars	Annexure	As at 31 March				
		2017	2016	2015	2014	2013
<b>Equity and liabilities</b>						
<b>Shareholders' funds</b>						
Share capital	7	957.54	957.54	957.54	957.54	957.54
Reserves and surplus	8	7,976.15	7,144.60	6,448.92	5,822.39	5,016.04
		<b>8,933.69</b>	<b>8,102.14</b>	<b>7,406.46</b>	<b>6,779.93</b>	<b>5,973.58</b>
<b>Non-current liabilities</b>						
Long-term borrowings	9	1,044.20	1,301.62	1,142.37	478.29	877.68
Deferred tax liabilities (net)	10	439.32	412.75	388.61	350.80	272.09
Other long term liabilities	11	11.04	8.68	8.05	6.88	16.72
Long-term provisions	12	84.10	69.28	83.40	42.04	49.33
		<b>1,578.66</b>	<b>1,792.33</b>	<b>1,622.43</b>	<b>877.01</b>	<b>1,215.82</b>
<b>Current liabilities</b>						
Short term borrowings	13	2,946.29	2,806.42	2,209.19	1,185.82	1,912.16
Trade payables						
-Total outstanding dues to micro enterprises and small enterprises	14A	221.60	210.52	183.07	218.47	162.48
-Total outstanding dues to creditors other than micro enterprises and small enterprises	14B	3,341.57	1,891.77	2,383.53	1,792.58	2,048.75
Other current liabilities	15	1,068.08	1,178.55	1,738.52	919.81	1,361.27
Short-term provisions	16	159.36	152.84	200.64	155.27	79.43
		<b>7,736.90</b>	<b>6,240.10</b>	<b>6,714.95</b>	<b>4,271.95</b>	<b>5,564.09</b>
		<b>18,249.25</b>	<b>16,134.57</b>	<b>15,743.84</b>	<b>11,929.89</b>	<b>12,753.49</b>
<b>Assets</b>						
<b>Non-current assets</b>						
<b>Fixed assets</b>						
-Property, plant and equipment	17	4,873.80	4,749.23	5,005.68	5,122.75	5,176.84
-Capital work in progress		60.82	48.28	35.24	56.96	70.16
-Intangible assets	17	87.34	91.88	85.92	98.78	92.32
Non-current investments	18	3,191.78	2,522.36	2,234.83	657.56	632.80
Long-term loans and advances	19	316.77	99.84	180.15	203.41	114.95
Other non-current assets	20	3.69	0.96	-	-	75.92
		<b>8,534.20</b>	<b>7,512.55</b>	<b>7,541.82</b>	<b>6,139.46</b>	<b>6,162.99</b>
<b>Current assets</b>						
Current investments	21	0.57	0.35	0.26	0.26	26.00
Inventories	22	3,721.56	3,671.33	3,066.46	2,243.97	2,939.53
Trade receivables	23	5,064.05	3,887.53	4,313.55	3,037.74	2,990.19
Cash and bank balances	24	495.38	752.31	504.93	284.40	263.67
Short-term loans and advances	25	402.31	264.13	282.00	212.38	363.95
Other current assets	26	31.18	46.37	34.82	11.68	7.16
		<b>9,715.05</b>	<b>8,622.02</b>	<b>8,202.02</b>	<b>5,790.43</b>	<b>6,590.50</b>
		<b>18,249.25</b>	<b>16,134.57</b>	<b>15,743.84</b>	<b>11,929.89</b>	<b>12,753.49</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Summary Statement of Profit and Loss**  
**Annexure 2**

(Amount in Rs lakhs)

Particulars	Annexure	For the year ended 31 March				
		2017	2016	2015	2014	2013
<b>Revenue:</b>						
Revenue from operations (gross)	27	15,301.34	11,923.40	11,960.25	11,276.84	8,256.30
Less: Excise duty		765.60	806.01	882.30	751.90	623.53
Revenue from operations (net)		<b>14,535.74</b>	<b>11,117.39</b>	<b>11,077.95</b>	<b>10,524.94</b>	<b>7,632.77</b>
Other income	28	247.04	187.87	123.51	56.85	64.67
<b>Total revenue</b>		<b>14,782.78</b>	<b>11,305.26</b>	<b>11,201.46</b>	<b>10,581.79</b>	<b>7,697.44</b>
<b>Expenses:</b>						
Cost of raw materials and components consumed	29	6,834.04	5,730.86	5,898.66	4,722.43	4,019.81
Purchase of traded goods	30	-	-	18.36	-	70.86
Changes in inventories of finished goods, work-in-progress and traded goods	31	528.77	(593.32)	(522.79)	555.28	(523.08)
Employee benefit expenses	32	1,801.48	1,553.13	1,461.57	1,177.90	1,048.09
Finance costs	33	537.07	532.47	586.62	534.11	514.13
Depreciation and amortization expense	17	387.64	408.03	381.49	330.58	348.09
Other expenses	34	3,247.01	2,390.52	2,274.90	2,266.68	1,850.98
<b>Total expenses</b>		<b>13,336.01</b>	<b>10,021.69</b>	<b>10,098.81</b>	<b>9,586.98</b>	<b>7,328.88</b>
<b>Profit before tax, as restated</b>		<b>1,446.77</b>	<b>1,283.57</b>	<b>1,102.65</b>	<b>994.81</b>	<b>368.56</b>
<b>Tax expense :</b>						
Current tax		369.15	315.54	224.75	193.65	80.87
Minimum alternate tax credit reversed/(entitlement)		-	69.16	56.72	(83.90)	(41.97)
Deferred tax expense		26.57	24.14	37.81	78.71	81.47
<b>Profit after tax, as restated</b>		<b>1,051.05</b>	<b>874.73</b>	<b>783.37</b>	<b>806.35</b>	<b>248.19</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# Restated Standalone Summary Statement of Cash Flows

## Annexure 3

(Amount in Rs lakhs)

Particulars	For the year ended 31 March				
	2017	2016	2015	2014	2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>					
<b>Net profit before tax</b>	<b>1,446.77</b>	<b>1,283.57</b>	<b>1,102.65</b>	<b>994.81</b>	<b>368.56</b>
Adjustments for:					
Depreciation and amortisation expense	387.64	408.03	381.49	330.58	348.09
Interest expense	414.00	426.51	449.94	433.74	448.88
Interest on delay in payment of income tax	4.66	11.99	8.13	6.31	0.87
(Profit)/loss on sale of fixed assets	0.02	(0.14)	2.03	(0.45)	-
Profit on sale of investments	-	-	-	(3.29)	-
Net (profit)/loss on valuation of short term investments	(0.23)	(0.09)	(0.00)	0.08	0.79
Interest income on fixed deposits	(40.93)	(56.83)	(40.89)	(28.97)	(33.01)
Interest income on loan to others	(6.71)	(5.20)	(4.60)	(2.17)	(7.30)
Bad debts and provision for doubtful debts	47.72	87.52	73.46	83.94	44.27
Unrealised foreign currency (gain)/loss (net)	(11.34)	(28.55)	(33.83)	28.55	(11.75)
Unclaimed balances written back	(41.49)	(35.08)	(22.03)	(11.72)	-
Dividend income	(54.01)	(27.01)	(27.01)	-	(1.23)
<b>Operating profit before working capital changes</b>	<b>2,146.10</b>	<b>2,064.72</b>	<b>1,889.34</b>	<b>1,831.41</b>	<b>1,158.17</b>
<b>Adjustments for:</b>					
-Increase / (decrease) in trade and other payables	1,411.82	(745.51)	1,030.54	(224.60)	408.00
-(Increase) / decrease in inventories	(50.23)	(604.87)	(822.48)	695.55	(918.55)
-(Increase) / decrease in trade receivables	(1,228.56)	366.34	(1,308.43)	(139.06)	(720.87)
-(Increase) / decrease in loans and advances	(183.92)	15.85	(92.57)	124.88	(192.51)
<b>Cash generated from operating activities</b>	<b>2,095.21</b>	<b>1,096.53</b>	<b>696.40</b>	<b>2,288.18</b>	<b>(265.76)</b>
-Direct taxes paid (net)	407.44	389.90	189.86	141.01	271.66
<b>Net cash flow from/(used in) operating activities</b>	<b>1,687.77</b>	<b>706.63</b>	<b>506.54</b>	<b>2,147.17</b>	<b>(537.42)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of fixed asset including capital advances	(695.68)	(167.14)	(243.35)	(275.73)	(1,005.42)
Proceeds from sale of fixed assets	5.60	6.44	2.01	8.32	-
Proceeds from sale of investments	-	-	-	28.96	23.53
Investment in shares of subsidiary company	(669.42)	(287.53)	(1,166.09)	(24.76)	(141.50)
Interest received	62.84	49.51	22.35	32.39	37.25
Dividend income	54.01	27.01	27.01	-	1.23
Movement in deposits	304.17	(250.87)	(253.54)	83.10	(163.34)
<b>Net cash used in investing activities</b>	<b>(938.48)</b>	<b>(622.58)</b>	<b>(1,611.61)</b>	<b>(147.72)</b>	<b>(1,248.25)</b>

<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from issue of equity shares	-	-	-	-	2,275.08
Proceeds from long term borrowings	76.69	338.18	1,141.93	56.51	250.00
Repayment of long term borrowings	(287.67)	(413.10)	(486.44)	(838.58)	(729.00)
Proceeds from short term borrowings, net	139.88	597.23	1,023.37	(726.33)	663.66
Interest paid	(411.45)	(430.77)	(449.96)	(457.37)	(437.71)
Dividend and dividend distribution tax paid	(219.50)	(179.06)	(156.84)	-	(192.97)
Share issue expenses	-	-	-	-	(50.66)
<b>Net cash flow from/(used in) financing activities</b>	<b>(702.05)</b>	<b>(87.52)</b>	<b>1,072.06</b>	<b>(1,965.77)</b>	<b>1,778.40</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>47.24</b>	<b>(3.47)</b>	<b>(33.01)</b>	<b>33.68</b>	<b>(7.27)</b>
<b>Opening cash and cash equivalents</b>	5.36	8.83	41.84	8.16	15.43
<b>Closing cash and cash equivalents</b>	52.60	5.36	8.83	41.84	8.16
	<b>47.24</b>	<b>(3.47)</b>	<b>(33.01)</b>	<b>33.68</b>	<b>(7.27)</b>
<b>Reconciliation of cash and cash equivalents</b>					
Cash in hand	10.91	3.37	3.41	0.92	1.80
Bank balances	41.69	1.99	5.42	40.92	6.36
<b>Total</b>	<b>52.60</b>	<b>5.36</b>	<b>8.83</b>	<b>41.84</b>	<b>8.16</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



## **RESTATED STANDALONE SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

### **Annexure 4**

#### **1(A) Corporate information**

Jash Engineering Limited (the 'Company') was incorporated on 29 September 1973. The Company is engaged primarily in the manufacturing of varied engineering products for general engineering industry and machine tool industry, water and waste water industry and bulk solids handling industry. The Company manufactures water control gates, knife gate valves, fine and coarse screening equipment, bulk solids handling valves and large sized cast iron castings.

#### **1(B) Basis of preparation**

The Restated Standalone Summary Statement of the Assets and Liabilities, of the Company as at 31 March 2017, 2016, 2015, 2014 and 2013, the Restated Standalone Summary Statement of Profit and Loss and the Restated Standalone Summary Statement of Cash Flows, for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 (collectively referred to as 'Restated Standalone Financial Information') have been compiled by the management of the Company from the audited financial statements of the Company for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 and have been prepared specifically for the purpose of inclusion in the Offer Document to be filed by the Company with the National Stock Exchange of India Limited ('NSE') in connection with the Proposed Offer.

The audited standalone financial statements were prepared under historical cost convention on an accrual basis, in accordance with the generally accepted accounting principles in India and including the Accounting Standards specified under section 133 of the Companies Act, 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). These audited financial standalone financials statements have been prepared on a going concern basis and the accounting policies have been consistently applied by the Company, unless otherwise stated.

The Restated Standalone Summary Statement of assets and liabilities, profits and losses and cash flows have been prepared to comply in all material aspects with the requirement of section 26(1)(b) of the Companies Act 2013 read with rule 4 to 6 of companies (Prospectus and Allotment of Security) Rules, 2014 and the Security and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations 2009 (as amended from time to time).

### **2.1 Statement of significant accounting policies**

#### **a) Use of estimates**

The preparation of Restated Standalone Financial Information is in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the restated standalone financial information and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revision, if any, are recognized in the current and future periods

#### **b) Property, plant and equipments and depreciation**

#### **c) Intangible fixed assets and amortization**

Intangible assets comprise of technical know-how and computer software.

These are being amortised over their estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

The amortisation rates are indicative of the expected useful lives of the assets.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly

**d) Investments**

Investments are classified as non-current or current, based on management's intention at the time of purchase. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments.

Trade investments are the investments made for or to enhance the Company's business interests.

Current investments are stated at lower of cost and fair value determined on an individual investment basis. Non-current investments are stated at cost and provision for diminution in their value, other than temporary, is made in the financial statements.

Profit/loss on sale of investments is computed with reference to the average cost of the investment.

**e) Inventories**

**Inventories are valued as follows:**

- i. Raw materials including components, packing materials, stores and spares and goods in transit - At lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- ii. Work-in-progress - At cost up to estimated stage of completion.
- iii. Finished goods and goods purchased for resale - At lower of cost and net realizable value.

**Cost of inventories is ascertained on the following basis:**

- i. Raw materials, stores and spare parts and packing materials - on First in First out method (FIFO).
- ii. Finished goods purchased for resale - FIFO.
- iii. Cost of manufactured finished goods and stock in process comprises of material, labour and other related production overheads including depreciation.

**f Revenue recognition**

**Sale of goods:**

Revenue from Sale of goods is recognized when significant risks and rewards in respect of ownership of the goods are transferred to the customer and is stated inclusive of excise duty and net of trade discounts, sales return and sales tax wherever applicable

**Sale of services:**

Revenue from the sale of services is recognized when the services are rendered.

**Power generation:**

Revenue from power generation is recognised on accrual basis, on the basis of actual power sold, as per the terms and conditions of the relevant power purchase agreement.

**Other income:**

- i) Interest income is recognized on a time proportion basis at the applicable rates.
- ii) Dividend income is recognized when the right to receive dividend is established

**g Borrowing costs**

Borrowing costs that are attributable to the acquisition and / or construction of qualifying assets are capitalized as part of the cost of such assets, in accordance with notified Accounting Standard 16 "Borrowing Costs". A qualifying asset is one that necessarily takes a substantial period of time to get

ready for its intended use. Capitalization of borrowing costs is suspended in the period during which the active development is delayed due to other than temporary interruption. All other borrowing costs are charged to the statement of profit and loss as incurred

#### **h Income taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations, where the Company has unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Minimum Alternate tax ('MAT') credit is recognised 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. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. 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.

#### **i) Foreign currency transactions**

Transactions in foreign currency are accounted for at the exchange rate prevailing on the date of the transaction. All monetary items denominated in foreign currency are converted into Indian rupees at the year-end exchange rate.

The exchange differences arising on such conversion and on settlement of the transactions are recognized in the Restated Standalone Summary Statement of Profit and Loss.

#### **j) Employee benefits**

Expenses and liabilities in respect of employee benefits are recorded in accordance with the notified Accounting Standard 15 - Employee Benefits

##### **Provident fund:**

The Company makes contribution to statutory provident fund in accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. In terms of the Guidance on implementing the revised AS – 15, issued by the Accounting Standards Board of the ICAI, the provident fund trust set up by the Company is treated as a defined benefit plan since the Company has to meet the interest shortfall, if any. Accordingly, the contribution paid or payable and the interest shortfall, if any is recognized as an expense in the period in which services are rendered by the employee

##### **Gratuity:**

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit/ obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the Restated Standalone Summary Statement of Profits and Losses in the year in which such

gains or losses are determined

**Compensated absences:**

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the Restated standalone summary statement of profits and losses in the year in which such gains or losses are determined.

**Other short term benefits:**

Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

**k) Leases**

**Operating leases:**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Lease payments under an operating lease are recognized as an expense in the restated standalone summary statement of profit and loss in accordance with the terms of lease deed.

**l) Impairment of assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Restated Standalone Summary Statement of Profits and Losses. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the restated standalone summary statement of profits and loss.

**m) Contingent liabilities and provisions**

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company not acknowledged as debts are treated as contingent liabilities. In respect of statutory dues disputed and contested by the Company, contingent liabilities are provided for and disclosed as per original demand without taking into account any interest or penalty that may accrue thereafter. The Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. Possible future or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, has been disclosed as a contingent liability in the restated standalone financial statement.

**n) 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. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted

for the effects of dilutive potential equity shares.

**o) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short term bank deposits with an original maturity of three months or less.

**p) Dividend**

Pursuant to amendment in AS – 4 ‘Contingencies and Events Occurring After the Balance Sheet Date’ through Companies (Accounting Standards) Amendment Rules, 2016 , the Company has changed its accounting policy in respect of dividend, i.e., if the Company declares dividend to shareholders after the balance sheet date, the Company will not recognise those dividends as a liability at the balance sheet date unless a statute requires otherwise and such dividends has been disclosed in the notes to the financial statements. Whereas, earlier the dividends in respect of the period covered by the financial statements, which were proposed or declared by the Company after the balance sheet date but before approval of the financial statements, were recorded as liability in the restated standalone financial statements.

**Note:** The above Statement should be read with the Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

## Annexure 5

- A** The Company recorded prior period expenses/income during the year ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013. The effect of these items has been adjusted in the respective periods of origination. Some of these expenses were related to period prior to 31 March 2013. In this Restated Standalone Financial Information, such expenses have been adjusted against opening balance of Restated Standalone Summary Statement of Profit and Loss as on 1 April 2012.

### **B Contingent liabilities**

(Amount in Rs lakhs)

<b>a) Contingent liabilities, not acknowledged as debt, include:</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Corporate guarantee given on behalf of Shivpad Engineers Private Limited	100.00	450.00	63.62	6.15	175
Standby letter of credit given on behalf of Jash USA (Standby letter of credit is 110% of outstanding amount of US \$1.45 Million. The outstanding amount is equal to the sanctioned amount)	1,034.18	-	-	-	-
<b>b) Contingent liabilities (under litigation), not acknowledged as debt, include:</b>					
<b>Demands for:</b>					
Income tax	-	3.19	3.19	1.90	1.90
Central sales tax	355.43	134.78	161.32	25.65	16.33
Service tax	23.12	-	-	-	-
Entry tax	-	-	-	-	0.50
Other legal cases	-	-	-	-	-
Other	-	-	-	-	7.06
<b>Total</b>	<b>378.55</b>	<b>137.97</b>	<b>164.51</b>	<b>27.55</b>	<b>25.79</b>

Further, the Company has certain litigations involving vendor and work contractor. Based on legal advice of in-house legal consultants, the management believes that no material liability will devolve on the Company in respect of these litigations.

### **C Earnings in foreign currency**

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Export of goods (FOB)	4,319.30	1,879.56	1,831.13	2,526.13	630.72
	<b>4,319.30</b>	<b>1,879.56</b>	<b>1,831.13</b>	<b>2,526.13</b>	<b>630.72</b>

## D Operating leases

The Company has taken lands on lease for a period of 30 years (which can be extended further) and 99 years. Aforesaid leases are outside the scope of Accounting Standard – 19 “Leases”. The lease payments with respect to aforesaid lease is mentioned below:

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Lease payment	45.26	44.48	49.28	48.48	36.10

Apart from that, the Company has taken space on lease for use as office premises which are cancellable leases with no lock in period as well as non-cancellable lease with lock in period. For cancellable leases, there are no restrictions imposed on the Company under the lease arrangement. There are no subleases.

### Lease payments towards cancellable leases

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Lease payment	2.42	4.41	-	-	-

### Non-cancellable operating lease details

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Payable within one year	5.12	-	-	-	0.40
Payable between one and five years	8.96	-	-	-	-
Lease payment made for the year	1.28	-	-	0.40	2.20

## E Value of imports calculated on CIF basis:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Purchase of:					
- Raw materials	413.75	307.75	541.67	384.32	180.94
- Capital goods	358.34	31.97	3.53	4.37	19.89
<b>Total</b>	<b>772.09</b>	<b>339.71</b>	<b>545.20</b>	<b>388.69</b>	<b>200.83</b>

## F Particulars of dividend paid to non-resident shareholders:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Number of shareholders	12	12	10	-	13
Number of shares held on which dividend was due	36.60	35.39	27.13	-	35.41
<b>Amount remitted (gross):</b>					
Final dividend	73.20	56.62	37.98	-	19.36
Interim dividend	-	-	-	-	18.33

#### G Directors remuneration:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Salaries, wages and bonus*	85.25	75.83	67.02	55.41	56.14
Contribution to provident and other funds	6.34	5.54	4.72	4.18	3.83
Perquisites	0.72	0.79	0.79	0.79	0.79
Leave encashment	4.23	1.26	1.47	-	2.26
<b>Total</b>	<b>96.53</b>	<b>83.42</b>	<b>73.99</b>	<b>60.38</b>	<b>63.02</b>

\*Exclusive of provisions for future liabilities in respect of gratuity and compensated absences as the actuarial valuation is done for all the employees together.

#### H Segment reporting:

In the opinion of the management, there is only one reportable segment “Manufacturing of Valves and Gates components used in basic infrastructural activities” as envisaged by Accounting Standard 17 on “Segment Reporting”. The Company is operating only in India and there is no other significant geographical segment.

IThe Company has one unit which is located in Special Economic Zone (the “SEZ”) and is 100% exempted from income tax (current tax) till 31 March 2015, 50% exempted from April 1, 2015 to 31 March 2020 and further 50% exempted (but subject to compliance of certain conditions and transfer of 50% profits to SEZ Reserve Account) from April 1, 2020 to 31 March 2025 - under the provisions of Section 10AA of the Income Tax Act, 1961. Deferred tax pertaining to this unit is recognized on timing differences, being the difference between taxable income and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods beyond the periods during which the respective units are exempt from income-tax as aforesaid.

JThe Company has not received the payment of outstanding foreign receivables within the period mentioned in the Master Circular on Export of Goods and Services issued by the Reserve Bank of India (“RBI”). Trade receivables due from overseas parties is outstanding for a period of more than nine months is mentioned below along with amount due from M/s. Jash USA Inc and M/s. Mahr Maschinenbau GmbH (both entities are wholly owned subsidiary companies).

(Amount in Rs lakhs)

Particular	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Dues for more than 9 months	479.15	271.73	346.54	204.55	133.89
Dues from Jash USA Inc. for more than 9 months	393.52	235.08	311.78	203.58	124.83
Dues from Mahr Maschinenbau GmbH for more than 9 months	45.70	-	-	-	-

In respect of these receivables, the Company has initiated the necessary steps to ensure compliance with the relevant regulations issued by the RBI i.e. in respect of receivables from Jash USA Inc – they have made application to RBI through its authorised dealer bank for capitalisation of amount due as allowed under clause 1 of para B.4 of the Master Circular No. 11/2015-16 (RBI/2015-16/41) dated 01 July 2015 on Overseas Direct Investment and in respect of rest of the receivables – they have made application to RBI through its authorised dealer bank for seeking extension of period of realisation beyond 9 months alongwith detailed plan of action as allowed to authorised dealer bank under clause (i) of para C.18 of Master Direction No. 16/15-16 (RBI/FED/2015-16/11).

As per the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), the Company may be liable to a penalty up to thrice the sum involved in such contravention. Further, the Company believes that the contravention of provisions of the FEMA shall be condoned by the regulatory authorities upon payment of compounding fees. Pending the final outcome of the aforesaid matters, which is presently unascertainable, no adjustments have been made in these Restated Standalone Financial Information.



**K** The Company has investments in Jash USA Inc. (a wholly owned subsidiary company) and Jash USA Inc. has accumulated losses, which has eroded more than fifty percent of net worth of Jash USA Inc.(as mentioned below). Basis Jash USA Inc. order book and certain other positive factors, the management of the Company has carried out the Jash USA Inc. valuation and is confident that Jash USA Inc. will be able to generate adequate positive cash flows in order to meet its present and future obligations in the ordinary course of business. Accordingly, the investments are carried at cost and no provision for diminution in respect of this investments has been recognized in the Restated Standalone Financial Information.

<b>Investments in Jash USA Inc.</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Investments	1,046.17	376.75	89.22	89.22	89.22
Accumulated losses	610.44	500.60	389.10	297.71	200.21

**L** In accordance with the provisions of section 135 of the Companies Act, 2013 (“Act”), the Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee. . The CSR Committee has been examining and evaluating suitable proposals for deployment of funds towards CSR initiatives, however, the committee expects finalization of such proposals in due course. Below is the disclosure in respect of same:-

#### **CSR Disclosure**

<b>Description</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Amount that the Company was to spend as per provisions of Sec 135 of the Companies Act 2013	28.19	16.73	16.58	-	-
Contribution made by the Company	5.21	-	-	-	-

**M** In the opinion of the board of directors, assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amounts at which they are stated and provision for all known liabilities have been made

**N** All loans, guarantees and securities as disclosed in respective notes are provided for business purposes.

**O Details of imported and indigenous consumption:**

Particulars	31 March 2017		31 March 2016		31 March 2015		31 March 2014		31 March 2013	
	(Rs.) in lakhs	(%)	(Rs.) in lakhs	(%)	(Rs.) in lakhs	(%)	(Rs.) in lakhs	(%)	(Rs.) in lakhs	(%)
<b>Raw material and Components</b>										
Imported	313.06	4.58%	198.20	3.46%	283.77	4.81%	216.09	4.58%	81.41	2.03%
Indigenous	6,520.98	95.42%	5,532.67	96.54%	5,614.89	95.19%	4,506.34	95.42%	3,938.40	97.97%
<b>Total</b>	<b>6,834.04</b>	<b>100%</b>	<b>5,730.86</b>	<b>100%</b>	<b>5,898.66</b>	<b>100%</b>	<b>4,722.43</b>	<b>100%</b>	<b>4,019.81</b>	<b>100%</b>
<b>Components and spare parts</b>										
Imported	-	-	-	-	-	-	-	-	-	-
Indigenous	734.90	100%	592.38	100%	624.67	100%	648.86	100%	621.02	100%
<b>Total</b>	<b>734.90</b>	<b>100.00%</b>	<b>592.38</b>	<b>100%</b>	<b>624.67</b>	<b>100%</b>	<b>648.86</b>	<b>100%</b>	<b>621.02</b>	<b>100%</b>

**P Unhedged foreign currency exposures:**

The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise are as under:-

Particulars	31 March 2017		31 March 2016		31 March 2015		31 March 2014		31 March 2013	
	Foreign Currency in lakhs	Rs. (in lakhs)	Foreign Currency in lakhs	Rs. (in lakhs)	Foreign Currency in lakhs	Rs. (in lakhs)	Foreign Currency in lakhs	Rs. (in lakhs)	Foreign Currency in lakhs	Rs. (in lakhs)
<b>Tradereceivables:</b>										
US Dollar	16.40	1,063.07	9.73	645.40	12.65	791.69	7.14	429.37	6.37	346.44
Euro	7.86	544.45	1.84	138.30	0.31	20.90	0.55	45.30	0.52	35.89
Singapore Dollar	11.67	542.63	4.06	199.36	0.89	40.67	13.57	647.66	0.47	20.76
Great Britain Pound	0.35	28.30	0.44	41.75	0.00	0.30	-	-	-	-
<b>Tradepayables:</b>										
US Dollar	3.92	254.30	0.48	31.98	0.48	30.08	0.14	8.59	0.29	15.86
Euro	0.40	27.92	0.19	14.05	0.34	22.84	0.09	7.02	0.53	36.99
Great Britain Pound	-	-	0.17	15.77	-	-	-	-	-	-
<b>Longtermborrowings:</b>										
US Dollar	1.50	97.26	16.90	1,121.03	13.50	844.98	-	-	-	-

**Closing rates are as under:**

<b>Currency</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
US Dollar	64.84	66.33	62.59	60.10	54.39
Euro	69.25	75.09	67.51	82.58	69.54
Singapore Dollar	46.52	49.14	45.45	47.73	43.75
GBP	80.88	95.08	92.46	-	-

**Q Note on subsequent events**

**a) Increase in authorized share capital**

Subsequent to year end, on 25 August 2017, the Board of Directors approved the increase of authorised share capital of the Company from Rs 11,000.00 lakhs comprising of 10,490,000 equity shares and 510,000 preference shares of Rs 10 each to Rs. 13,000.00 lakhs comprising of 12,490,000 equity shares and 510,000 preference shares of Rs 10 each.

**b) Adoption of new articles of association**

Subsequent to year end, on 25 August 2017, the Board of Directors approved the adoption of a new set of articles of association for which the approval of the shareholders has been obtained in the Extraordinary General Meeting (EGM), in view of proposed listing of equity shares of the Company on the SME Platform of National Stock Exchange Limited of India ('NSE').

**Restated Standalone Statement of reconciliation of restated profit to profit as per audited standalone financial statements**

**Annexure 6**

*(Amount in Rs lakhs)*

**A Restated Standalone Summary Statement Of Reconciliation Of Restated Profit To Profit As Per Audited Standalone Financial Statements**

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Profit after tax (as per audited standalone financial statements)</b>	1,034.02	873.07	794.05	801.60	278.80
<b>Restatement adjustments:</b>					
Prior period expenses					
-Miscellaneous expenses (refer note 1)	14.71	1.89	(6.73)	1.28	(2.95)
-Depreciation (refer note 1)	(9.70)	(2.11)	10.08	1.48	0.16
Income tax (refer note 2)	8.76	1.15	(10.53)	2.49	(27.82)
Tax impact on restatement adjustments (refer note 3)	3.26	0.73	(3.49)	(0.50)	-
<b>Profit after tax, as restated</b>	<b>1,051.05</b>	<b>874.73</b>	<b>783.37</b>	<b>806.35</b>	<b>248.19</b>

**Notes**

1) The Company has recorded Miscellaneous expenses and depreciation pertaining to earlier years during the year ended 31 March 2017, 2016, 2015, 2014 and 2013. The effect of these items has been adjusted in the respective years of origination.

2) During the years ended 31 March 2017, 2016, 2015, 2014 and 2013, certain taxes have been accounted for pertaining to earlier years based on intimations/ orders received from Income-tax authorities. For the purpose of the Restated Summary Statements, such items have been appropriately adjusted to the respective years to which they relate. Further, opening retained earnings as at 1 April 2012 has been adjusted to reflect the impact of such items incurred prior to 31 March 2012.

3) The restated summary statements have been adjusted for the tax impact of the restatement adjustments identified above.

**B Restatement adjustments made in the Restated Standalone Summary Statement of Reserves and Surplus to the balance as at 1 April 2012 of the Surplus in the Statement of Profit and Loss of the Company is as follows:**

*(Amount in Rs lakhs)*

Description	Amount
<b>Net surplus in the Statement of Profit and Loss as at 01 April 2012 as per audited financial statements</b>	<b>1,414.80</b>
<b>Adjustments:</b>	
Depreciation (refer note 1 above)	0.10
Miscellaneous expense (refer note 1 above)	(8.21)
Income tax (refer note 2 above)	25.96
Dividend*	114.50
<b>Net surplus in the Restated Standalone Summary Statement of Profit and Loss as at 01 April 2012</b>	<b>1,547.16</b>

\*Pursuant to amendment in AS – 4 ‘Contingencies and Events Occurring After the Balance Sheet Date’ through Companies (Accounting Standards) Amendment Rules, 2016 , the Company has changed its accounting policy in respect of dividend, i.e., (i) if the Company declares dividend to shareholders after the balance sheet date, the Company will not recognise those dividends as a liability at the balance sheet date unless a statute requires otherwise. Whereas, (ii) earlier the dividends in respect of the period covered by the financial statements, which were proposed or declared by the Company after the balance sheet date but before approval of the financial statements, were recorded as liability in the financial statements. Therefore, the Company has made the following adjustments in its opening reserves and surplus as at 1 April 2012 in the restated financial statements

Particulars	01-Apr-12
De-recognition of proposed dividend including dividend distribution tax for the year ended 31 March 2012	114.50
<b>Total adjustment on account of proposed dividend</b>	<b>114.50</b>

**C Modifications in the auditor’s report and statements/comments included in the Annexure's to the Audit Report on the audited financial statements of the Company for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 which do not require any corrective adjustments in the Restated Standalone Financial Information are as follows**  
**Financial year ended 31 March 2013**

- The Company has granted unsecured loans to one party covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year is Rs. 38.82 lakhs and the year-end balance is Rs. 11.87 lakhs. In respect of loans granted, the terms of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular. In the absence of stipulated terms and conditions, we are unable to comment as to whether there is any overdue amount in excess of Rs. 1 lakh and whether reasonable steps have been taken by the Company for recovery of the principal amount and interest.
- Owing to the unique and specialised nature of items involved and in absence of any comparable prices, we are unable to comments as to whether the transactions made in pursuance of contracts and arrangements required to be maintained under section 301 of the Companies Act, 1956, have been made at the prevailing market prices at the relevant time.
- There have been slight delays in few cases depositing undisputed statutory dues including provident fund, employee’s state insurance, income tax, sales tax, cess, service tax and any other material statutory dues as applicable to it with the appropriate authorities.
- The dues outstanding in respect of sales tax, income-tax, custom duty, wealth tax, excise duty, cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount	Amount paid	Period to which the amount relates	Forum where dispute is pending
		(Rs in lakhs)	under protest		
			(Rs in lakhs)		
Central Sales Tax Act, 1956	Central Sales Tax	13.94	8.98	Financial year 1999-00	Madhya Pradesh Commercial Tax Appellate Board
Central Sales Tax Act, 1956	Central Sales Tax	2.39	0.92	Financial year 2000-01	Madhya Pradesh Commercial Tax Appellate Board
Income Tax Act, 1961	Penalty demand	1.90	-	Financial year 2002-03	Commissioner of Income Tax (Appeals)
Entry Tax Act	Entry tax	0.50	0.05	Financial year 2009-10	Additional Commissioner of Commercial Tax

#### Financial year ended 31 March 2014

- (i) Owing to the unique and specialised nature of items involved and in absence of any comparable prices, we are unable to comments as to whether the transactions made in pursuance of contracts and arrangements required to be maintained under section 301 of the Companies Act, 1956, have been made at the prevailing market prices at the relevant time.
- (ii) There have been slight delays in few cases depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, cess, service tax and any other material statutory dues as applicable to it with the appropriate authorities.
- (iii) The dues outstanding in respect of income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount	Amount paid under protest (Rs in lakhs)	Period to which the amount relates	Forum where dispute is pending
		(Rs in lakhs)			
Central Sales Tax Act, 1956	Central Sales Tax	13.94	8.98	Financial year 1999-00	Madhya Pradesh High Court
Central Sales Tax Act, 1956	Central Sales Tax	2.39	0.92	Financial year 2000-01	Madhya Pradesh High Court
Income Tax Act, 1961	Penalty demand	1.90	-	Financial year 2002-03	Commissioner of Income Tax (Appeals)
Central Sales Tax Act, 1956	Central Sales Tax	9.31	2.33	Financial year 2010-11	Madhya Pradesh Commercial Tax Appellate Board

#### Financial year ended 31 March 2015

- (i) There have been slight delays in few cases depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, cess, service tax and any other material statutory dues as applicable to it with the appropriate authorities.
- (ii) The dues outstanding in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs in lakhs)	Amount paid under protest (Rs in lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Central Sales Tax	13.94	8.98	Financial year 1999-00	Hon'ble High Court of Madhya Pradesh
Central Sales Tax Act, 1956	Central Sales Tax	2.39	0.92	Financial year 2000-01	Hon'ble High Court of Madhya Pradesh
Central Sales Tax Act, 1956	Central Sales Tax	8.95	3.77	Financial year 2010-11	Madhya Pradesh Commercial Tax Appellate Board
Central Sales Tax Act, 1956	Central Sales Tax	25.96	6.50	Financial year of 2011-12	Additional Commissioner of Commercial Tax
Central Sales Tax Act, 1956	Central Sales Tax	110.07	11.75	Financial year 2012-13	Additional Commissioner of Commercial Tax
Income Tax Act, 1961	Penalty demand	1.90	-	Financial Year 2002-03	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty demand	1.29	1.29	Financial year 2008-09	Commissioner of Income Tax (Appeals)

## Financial year ended 31 March 2016

### (i) **Emphasis of Matter**

Auditor's report contained on emphasis of matter paragraph in respect of uncertainties relating to matter of foreign currency receivables that are outstanding beyond the timelines stipulated by the Reserve Bank of India vide Master Circular on Export of Goods and Services issued under the Foreign Exchange Management Act, 1999 ("FEMA"). Pending final outcome of the aforesaid matter, which is presently unascertainable, no adjustments have been recorded in Restated Standalone Financial Information on account of levies, if any, on the Company due to such default.

- (ii) There have been slight delays in few cases depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, cess, service tax and any other material statutory dues as applicable to it with the appropriate authorities.

### (iii) **Statement of Disputed Dues**

Name of the statute	Nature of dues	Amount (Rs in lakhs)	Amount paid under protest (Rs in lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Central Sales Tax	13.94	8.98	Financial year 1999-00	Hon'ble High Court of Madhya Pradesh
Central Sales Tax Act, 1956	Central Sales Tax	2.39	0.92	Financial year 2000-01	Hon'ble High Court of Madhya Pradesh
Central Sales Tax Act, 1956	Central Sales Tax	8.95	4.13	Financial year 2010-11	Madhya Pradesh Commercial Tax Appellate Board
Central Sales Tax Act, 1956	Central Sales Tax	5.46	6.50	Financial year 2011-12	Additional Commissioner of Commercial Tax
Central Sales Tax Act, 1956	Central Sales Tax	34.50	28.13	Financial year 2012-13	Additional Commissioner of Commercial Tax
Central Sales Tax Act, 1956	Central Sales Tax	3.77	18.31	Financial year 2012-13	Madhya Pradesh Commercial Tax Appellate Board
Central Sales Tax Act, 1956	Central Sales Tax	134.78	-	Financial year 2013-14	Madhya Pradesh Commercial Tax Appellate Board
Income Tax Act, 1961	Penalty demand	1.90	-	Financial year 2002-03	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty demand	1.29	1.29	Financial year 2008-09	Commissioner of Income Tax (Appeals)

Following is an instance of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

Due date	Date of payment	Amount(Rs in lakhs)
15-Sep-15	27-Nov-15	0.02

## Financial year ended 31 March 2017

### (i) **Emphasis of Matter**

Auditor's report contained on emphasis of matter paragraph in respect of uncertainties relating to matter of foreign currency receivables that are outstanding beyond the timelines stipulated by the Reserve Bank of India vide Master Circular on Export of Goods and Services issued under the Foreign Exchange Management Act, 1999 ("FEMA"). Pending final outcome of the aforesaid matter, which is presently unascertainable, no adjustments have been recorded in Restated Standalone Financial Information on account of levies, if any, on the Company due to such default.

- (ii) There have been slight delays in few cases depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, cess, service tax and any other material statutory dues as applicable to it with the appropriate authorities.

### (iii) **Statement of Disputed Dues**

Name of Statues	Nature of dues	Amount(Rs in lakhs)	Amount paid under protest(Rs in lakhs)	Period to which amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Central Sales Tax	13.94	8.98	Financial year 1999-00	Hon'ble High Court of Madhya Pradesh
Central Sales Tax Act, 1956	Central Sales Tax	2.39	0.92	Financial year 2000-01	Hon'ble High Court of Madhya Pradesh
Central Sales Tax Act, 1956	Central Sales Tax	8.95	4.13	Financial year 2010-11	Madhya Pradesh Commercial Tax Appellate Board
Central Sales Tax Act, 1956	Central Sales Tax	5.46	6.50	Financial year 2011-12	Additional Commissioner of Commercial Tax
Central Sales Tax Act, 1956	Central Sales Tax	34.50	29.40	Financial year 2012-13	Additional Commissioner of Commercial Tax
Central Sales Tax Act, 1956	Central Sales Tax	134.78	24.83	Financial year 2013-14	Additional Commissioner of Commercial Tax
Central Sales Tax Act, 1956	Central Sales Tax	220.65	5.94	Financial year 2014-15	Additional Commissioner of Commercial Tax
Finance Act, 1994	Service Tax	23.12	1.73	Financial year 2010-11	Principal Commissioner Central Excise Custom and Service Tax



**Restated Standalone Statement of Share Capital**  
**Annexure 7**

Particulars	As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount in Rs. lakhs	Number of shares	Amount in Rs. lakhs	Number of shares	Amount in Rs. lakhs	Number of shares	Amount in Rs. lakhs	Number of shares	Amount in Rs. lakhs
<b>Authorised Share Capital</b>										
Equity shares of Rs. 10 each	1,04,90,000	1,049.00	1,04,90,000	1,049.00	1,04,90,000	104.90	1,04,90,000	1,049.00	1,04,90,000	1,049.00
Preference shares of Rs. 10 each	5,10,000	51.00	5,10,000	51.00	5,10,000	5.10	5,10,000	51.00	5,10,000	51.00
	<b>1,10,00,000</b>	<b>1,100.00</b>	<b>1,10,00,000</b>	<b>1,100.00</b>	<b>1,10,00,000</b>	<b>110.00</b>	<b>1,10,00,000</b>	<b>1,100.00</b>	<b>1,10,00,000</b>	<b>1,100.00</b>
<b>Issued, subscribed and fully paid up</b>										
Equity shares of Rs. 10 each	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54
	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>

**a) Reconciliation of equity share outstanding at the beginning and end of the year**

Particulars	As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount in Rs. lakhs	Number of shares	Amount in Rs. lakhs	Number of shares	Amount in Rs. lakhs	Number of shares	Amount in Rs. lakhs	Number of shares	Amount in Rs. lakhs
At the beginning of the year	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54	95,75,400	957.54	72,33,868	723.39
Add: Issued during the year	-	-	-	-	-	-	-	-	23,41,532	234.15
<b>At the end of the year</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>	<b>95,75,400</b>	<b>957.54</b>

**b. Details of shareholders holding more than 5% of the equity shares of the Company**

Particulars	As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	% of shares	Number of shares	% of shares	Number of shares	% of shares	Number of shares	% of shares	Number of shares	% of shares
<b>Equity share of Rs 10 each</b>										
PI International LP	-	-	-	-	-	-	20,38,102	21.28%	25,73,102	26.87%
Pragati India Fund Limited	25,73,103	26.87%	25,73,102	26.87%	25,73,102	26.87%	5,35,001	5.59%	-	-
Mr. Pratik Patel	19,11,465	19.96%	23,61,465	24.66%	23,61,465	24.66%	23,61,465	24.66%	23,61,465	24.66%
Mr. Axel Schutte	7,70,000	8.04%	7,70,000	8.04%	7,70,000	8.04%	7,70,000	8.04%	7,70,000	8.04%
Mrs. Jyotsna Amin	-	-	6,06,786	6.34%	6,06,786	6.34%	6,06,786	6.34%	6,06,786	6.34%

**c. Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**d. Details of shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back during the last 5 years to be given for each class of shares**

There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back during the last 5 years.

Note: The above Statement should be read with the Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Reserve and Surplus**  
**Annexure 8**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Securities premium account</b>					
Balance at the beginning of the year	2,413.66	2,413.66	2,413.66	2,413.66	423.39
Add : Received on issue of equity shares	-	-	-	-	2,040.93
Less : Amount utilised towards share issue expenses	-	-	-	-	50.66
<b>Balance at the end of the year</b>	<b>2,413.66</b>	<b>2,413.66</b>	<b>2,413.66</b>	<b>2,413.66</b>	<b>2,413.66</b>
<b>General reserve</b>					
Balance at the beginning of the year	1,050.00	1,050.00	1,050.00	1,000.00	1,000.00
Add: Amount transferred from Statement of Profit and Loss	-	-	-	50.00	-
<b>Balance at the end of the year</b>	<b>1,050.00</b>	<b>1,050.00</b>	<b>1,050.00</b>	<b>1,050.00</b>	<b>1,000.00</b>
<b>Surplus in the Restated Standalone Summary Statement of Profit and Loss</b>					
Balance at the beginning of the year	3,680.94	2,985.26	2,359.73	1,602.38	1,547.16
Add : Profit for the year	1,051.28	874.73	783.37	806.35	248.19
Less: Dividend adjustment*	219.50	179.05	156.84	-	114.50
Less : Interim dividend on equity shares Nil per share including dividend distribution tax(previous year Rs 0.80 per share)	-	-	-	-	78.47
Less : Transfer to general reserve	-	-	-	50.00	-
<b>Net surplus in the restated standalone summary statement of profit and loss</b>	<b>4,512.49</b>	<b>3,680.94</b>	<b>2,985.26</b>	<b>2,358.73</b>	<b>1,602.38</b>
	<b>7,976.15</b>	<b>7,144.60</b>	<b>6,449.92</b>	<b>5,822.39</b>	<b>5,016.04</b>

\*Pursuant to amendment in AS – 4 ‘Contingencies and Events Occurring After the Balance Sheet Date’ through Companies (Accounting Standards) Amendment Rules, 2016, the Company has changed its accounting policy in respect of dividend, i.e., (i) if the Company declares dividend to shareholders after the balance sheet date, the Company will not recognise those dividends as a liability at the balance sheet date unless a statute requires otherwise. Whereas, (ii) earlier the dividends in respect of the period covered by the financial statements, which were proposed or declared by the Company after the balance sheet date but before approval of the financial statements, were recorded as liability in the financial statements. Therefore, the Company has made the following adjustments in its reserves and surplus in the restated financial statements for five years -

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
(i) De-recognition of proposed dividend including dividend distribution tax	-	219.50	179.05	156.84	-
(ii) Proposed dividend including dividend distribution tax pertaining to previous financial year accounted post shareholders approval	219.50	179.05	156.84	-	114.50

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Long-Term Borrowings**  
**Annexure 9**

*(Amount in Rs lakhs)*

Particulars	31 March 2017		31 March 2016		31 March 2015		31 March 2014		31 March 2013	
	Non current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current
<b>Long-term borrowings</b>										
<b>Secured</b>										
<b>Term loans</b>										
-Rupee loans from banks(refer a)	606.91	240.00	-	100.34	848.25	60.00	-	70.98	70.98	513.00
-Foreign currency loans from banks(refer a)	97.26	-	1,021.36	99.66	-	-	-	-	-	-
-Rupee loans from financial institutions(refer a)	50.58	11.11	-	-	48.67	379.17	426.04	379.17	803.41	316.83
<b>Vehicle loans(refer b)</b>	19.98	11.12	31.10	15.79	44.88	10.79	4.88	6.15	3.29	9.14
<b>Unsecured</b>										
<b>Loans from related parties(refer c)</b>	269.47	6.00	249.16	6.00	200.57	6.00	47.37	-	-	-
	<b>1,044.20</b>	<b>268.23</b>	<b>1,301.62</b>	<b>221.79</b>	<b>1,142.37</b>	<b>455.96</b>	<b>478.29</b>	<b>456.30</b>	<b>877.68</b>	<b>838.98</b>
<b>Less : amount disclosed under the head "other current liabilities"</b>	-	(268.23)	-	(221.79)	-	(455.96)	-	(456.30)	-	(838.98)
<b>Net amount</b>	<b>1,044.20</b>	<b>-</b>	<b>1,301.62</b>	<b>-</b>	<b>1,142.37</b>	<b>-</b>	<b>478.29</b>	<b>-</b>	<b>877.68</b>	<b>-</b>
<b>Details of guarantee for each type of borrowings Guaranteed by directors and related parties</b>										
Rupee and foreign currency loans from banks and financial institution	754.75	251.11	1,021.36	200.00	896.92	439.17	426.04	450.14	874.39	829.84

a) Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, pre-payments, penalty and security details in respect of Rupee term loans and foreign currency loans from banks and financial institution as at 31 March 2017:							
Name of lenders	Sanction amount (Rs. in lakhs)	Rate of interest	As at 31 March 2017 (Rs. in lakhs)	Tenure of the loan (in months)	Repayment schedule of loans	Pre-payment and penalty	Security
State Bank of India ('SBI')	1,121.00	13.4%	944.17	64	16 quarterly installment commencing from July 2015 with last installment falling due in year 2019-20	Prepayment of loan would attract prepayment charges @ 2% of the amount prepaid.(Loans prepaid out of higher cash accruals from the project /refinancing under 5/25 on the date of refinancing/equity infusion by promoters/borrowers will not attract prepayment/pre closure charges.)	Refer note 1
Small Industries Development Bank of India ('SIDBI')	400.00	11.45%	61.69	36	36 monthly installment commencing from March 2018 with last installment falling due in year 2020-2021	Pre-payment of loans by the Company, will be on such terms as may be agreed to by the bank. Prepayment shall be applied first towards soft loan.	Refer note 2

**Notes:**

**1) The borrowings from SBI is secured by way of**

**For working capital including SLC and term loan:** First pari-passu over Company's entire stocks comprising raw materials, stock in process, finished goods, consumable stores and spares and receivables at 18C, 29-31, 32B, Sector 'C', Industrial Area, Sanwer Road, Indore ('the Unite 1'), Plot no. M-11, Misc. Zone Phase —II SEZ, Pithampur Distt. Dhar ('the SEZ unit') and Survey no. 74/1, 74/2/1, 76/1, 3, 76/1 Patari Halka No. 19, Bardari Tehsil, Dist Sanwer, Indore and Survey No. 77, Patwari Halka No 36, Bardari Tehsil, Sanwer District, Indore ('Unit 2') or at such other places approved by the Bank including goods in transit / shipment in the name of Jash Engineering Limited.

**For term loan:** Exclusive first charge by way of equitable mortgage over land and shed and hypothecation over Company's entire present and future fixed assets comprising land, building, plant and machinery and miscellaneous fixed assets at Unit I, II and SEZ unit.

**Further secured by following collateral securities:**

- (a) Equitable mortgage of land and shed and hypothecation of plant and machinery situated at Unit-1 and SEZ Unit. (This property involves sharing of 2nd pari-passu charge with HDFC bank for their enhanced exposure and residual second charge in favour of SIDBI for their term loan.
- (b) Equitable mortgage of land and shed and hypothecation of plant and machinery situated at Unit II. (This property involves sharing of second pari-passu charge with HDFC bank for their enhanced exposure and second charge in favour of SIDBI for term loan.
- (c) First pari-passu charge with HDFC bank by equitable mortgage of diverted land situated at Bardari village, Sanwer district, Indore Patwari Halka no. 19, Khasra no. 74/2/2 admeasuring 1.179 hectare in the name of Patamin Investments Private Limited.
- (d) First pari-passu charge with HDFC Bank on Pledge of 30% shares of Shivpad Engineers Private Limited.
- Further secured by personal guarantee of Directors, Mr. Pratik Patel and Mr. L. D. Amin and corporate guarantee of M/s Patamin Investments Private Limited.

## 2) The term loan from SIDBI is secured by way of

- (a) First hypothecation charge over the company's movable such as plant machinery, vehicle, machinery spares, tools, office equipments, computer, computer fixture acquired under the project.
- (b) Residual charge by way of hypothecation of all the company's movable such as plant machinery, vehicle, machinery spares, tools, office equipments, computer, computer fixture etc.
- (c) Residual charge by way of mortgage of leasehold factory land and Building (Unit-1) situated at Survey No. 18B2, 18E2, 18 D2, 18C, 19, 29, 30, 31 & 32B industrial area Sector C, village Sukhliya Tehsil & Dist Indore.
- (d) Residual charge by way of mortgage of leasehold factory land and Building situated at survey no. 74/1, 74/2/1, 76/1/3, 76/1 Patwari Halka no. 19, Bardari tehsil, Sanwer district, Indore and survey no. 77, Patwari Halka no. 36, Bardari tehsil, Sanwer district, Indore.
- (d) Residual charge by way of mortgage of leasehold factory land and Building situated at Plot no.- M-11 SEZ, Phase II Pitampura.

## b) Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, and security details in respect of vehicle loans from banks and financial institution as at 31 March 2017

(Amount in Rs lakhs)

Name of Lender	Sanction amount	Rate of interest	As at 31 March 2017	Tenure of the loan (in months)	Repayment schedule of loans	Hypothecation
Axis Bank	43.70	10.4%	28.08	60	Repayable in equal monthly instalments as per loan repayment schedules.	Vehicle loans are secured against respective asset financed.
HDFC Bank	5.18	10.1%	3.02	36	Repayable in equal monthly instalments as per loan repayment schedules.	Vehicle loans are secured against respective asset financed.

**c) Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, and security details in respect of loan from related parties as at 31 March 2017**

1) Unsecured loan taken from Mr. Pratik Patel, amounting to Rs. 201.62 lakhs (previous year Rs. 201.62 lakhs) at annual rate of interest of 12% per annum is repayable in monthly installment of Rs. 0.50 lakhs each commencing from August, 2014. Outstanding book balance of such loan as on 31 March 2017 is for Rs. 176.35 lakhs (previous year: Rs. 177.26 lakhs).

2) Unsecured loan taken from L. D. Amin (HUF) amounting to Rs. 7.00 lakhs (previous year Rs. 7.00 lakhs), Harsh Patel amounting to Rs. 8.00 lakhs (previous year Nil), Bhairavi Patel amounting to Rs.4.00 lakhs (previous year Nil) and Patamin Investments Private Limited amounting to Rs. 35.00 lakhs (previous year Rs. 35.00 lakhs). These loans are taken at an annual rate of interest of 12% per annum is repayable after 5 years from the date of such loan. Outstanding book balance of loan taken from L. D. Amin (HUF) as on 31 March 2017 is Rs.23.69 lakhs (previous year Rs. 7.39 lakhs), Harsh Patel is Rs. 8.37 lakhs (previous year Nil), Bhairavi Patel of Rs. 4.19 lakhs (previous year Nil) and from Patamin Investments Private Limited as on 31 March 2017 is Rs. 62.86 lakhs (previous year Rs. 56.56 lakhs). Pursuant to demise of Mrs. Jyotsna Amin on 13 January 2016 loan outstanding in the name of deceased of Rs 13.50 lakhs as on 31 March 2016 have been transferred to L. D. Amin (HUF) with effect from 01 April 2016 as per will executed on 20 September 2015.

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Deferred Tax Liabilities (Net)**  
**Annexure 10**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Deferred tax liability arising on account of:</b>					
Impact of difference between tax depreciation and depreciation charged for the financial year	465.52	434.47	416.96	364.10	300.32
<b>Deferred tax assets arising on account of:</b>					
Provision for employee benefits	(26.20)	(21.72)	(28.35)	(14.30)	(17.56)
Provision for doubtful debts	-	-	-	-	(10.65)
<b>Total</b>	<b>439.32</b>	<b>412.75</b>	<b>388.61</b>	<b>350.80</b>	<b>272.09</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Other Long Term Liabilities**  
**Annexure 11**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Security deposits</b>	11.04	8.68	8.05	6.88	16.72
<b>Total</b>	<b>11.04</b>	<b>8.68</b>	<b>8.05</b>	<b>6.88</b>	<b>16.72</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



**Restated Standalone Statement of Long-Term Provisions**  
**Annexure 12**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Provision for employee benefits:					
Gratuity(refer Annexure 16)	19.58	9.48	34.81	4.16	13.33
Compensated absences(refer Annexure 16)	64.46	59.80	48.59	37.88	36.00
Rent equalisation reserve	0.06	-	-	-	-
<b>Total</b>	<b>84.10</b>	<b>69.28</b>	<b>83.40</b>	<b>42.04</b>	<b>49.33</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Short Term Borrowings**  
**Annexure 13**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Short-term secured borrowings</b>					
Cash credit facilities from banks (refer note below)	2,946.29	2,806.42	2,209.19	1,185.82	1,912.16
<b>Total</b>	<b>2,946.29</b>	<b>2,806.42</b>	<b>2,209.19</b>	<b>1,185.82</b>	<b>1,912.16</b>

**Details of sanctioned amount, rate of interest, repayment schedule, tenure of loan, pre-payments, penalty and security details in respect of cash credit facilities from bank**

Name of Bank	Type of Facility	Sanction amount (Rs in lakhs)	Rate of interest	As at 31 March 2017 (Rs. in lakhs)	Repayment schedule of loans	Security
State Bank of India	Cash Credit (CC)	2,900.00	11.30%	2,232.90	On demand	Refer note a
HDFC Bank	Cash Credit (CC)	1,700.00	11.00%	242.49	On demand	Refer note a
State Bank of India	Export Packing Credit	900.00	10.45%	470.90	On demand	Refer note a
State Bank of India	Standby letter of credit	500.00	12.15%	-	On demand	Refer note a

**1) The borrowings from SBI is secured by way of**

**For working capital including SLC and term loan:** First pari-passu over Company's entire stocks comprising raw materials, stock in process, finished goods, consumable stores and spares and receivables at 18C, 29-31, 32B, Sector 'C', Industrial Area, Sanwer Road, Indore ('the Unit 1'), Plot no. M-11, Misc. Zone Phase —II SEZ, Pithampur Distt. Dhar ('the SEZ unit') and Survey no. 74/1, 74/2/1, 76/1, 3, 76/1 Patari Halka No. 19, Bardari Tehsil, Dist Sanwer, Indore and Survey No. 77, Patwari Halka No 36, Bardari Tehsil, Sanwer District, Indore ('Unit 2') or at such other places approved by the Bank including goods in transit / shipment in the name of Jash Engineering Limited

**Further secured by following collateral securities:**

(a) Equitable mortgage of land and shed and hypothecation of plant and machinery situated at Unit-1 and SEZ Unit. (This property involves sharing of 2nd pari-passu charge with HDFC bank for their enhanced exposure and residual second charge in favour of SIDBI for their term loan.

(b) Equitable mortgage of land and shed and hypothecation of plant and machinery situated at Unit II. (This property involves sharing of second pari-passu charge with HDFC bank for their enhanced exposure and second charge in favour of SIDBI for term loan.

(c) First pari-passu charge with HDFC bank by equitable mortgage of diverted land situated at Bardari village, Sanwer district, Indore Patwari Halka no. 19, Khasra no. 74/2/2 admeasuring 1.179 hectare in the name of Patamin Investments Private Limited.

(d) First pari-passu charge with HDFC Bank on Pledge of 30% shares of Shivpad Engineers Private Limited. Further secured by personal guarantee of Directors, Mr. Pratik Patel and Mr. L. D. Amin and corporate guarantee of M/s Patamin Investments Private Limited.

# Restated Standalone Statement of Trade Payables

## Annexure 14

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>A. Total outstanding dues of Micro Enterprises and Small Enterprises</b>					
<b>Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act):</b>					
i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006:					
Principal amount outstanding	221.60	210.52	183.07	218.47	162.48
Interest	-	-	-	-	-
ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-	-	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-	-	-	-
<b>Total</b>	<b>221.60</b>	<b>210.52</b>	<b>183.07</b>	<b>218.47</b>	<b>162.48</b>

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

<b>B. Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises</b>					
Due to others	3,341.57	1,891.77	2,383.53	1,792.58	2,048.75
<b>Total</b>	<b>3,341.57</b>	<b>1,891.77</b>	<b>2,383.53</b>	<b>1,792.58</b>	<b>2,048.75</b>
<b>Total</b>	<b>3,563.17</b>	<b>2,102.29</b>	<b>2,566.60</b>	<b>2,011.05</b>	<b>2,211.23</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Other Current Liabilities**  
**Annexure 15**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Current maturities of long term borrowings(refer annexure 9)	268.23	221.79	455.96	456.29	838.98
Interest accrued but not due on borrowings	11.19	8.63	4.26	4.28	27.91
Interest payable on delay in payment of income tax	4.66	7.10	8.13	6.31	0.87
Bank overdraft	-	4.22	18.59	0.00	0.02
Unpaid dividends	-	-	0.02	0.02	0.02
Employees related payables	105.70	91.82	64.82	68.22	57.82
Advances from customers	541.64	651.57	634.26	298.10	355.60
Amount payable in respect of investments	-	-	411.18	-	-
Statutory dues	136.66	193.42	141.30	86.59	80.05
<b>Total</b>	<b>1,068.08</b>	<b>1,178.55</b>	<b>1,738.52</b>	<b>919.81</b>	<b>1,361.27</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Short Term Provisions**  
**Annexure 16**

*(Amount in Rs lakhs)*

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Provision for employee benefits :					
-Compensated absences (refer (b) below)	11.23	2.97	2.34	2.04	4.18
-Bonus	145.97	116.51	100.17	97.34	72.00
Provision for taxation (net of prepaid taxes)	2.16	33.36	98.13	55.89	3.25
<b>Total</b>	<b>159.36</b>	<b>152.84</b>	<b>200.64</b>	<b>155.27</b>	<b>79.43</b>

**(a) Provision for gratuity**

The following table set out the status of the plan for gratuity as required under Accounting Standard 15 (Revised)- Employee benefits and the reconciliation of opening and closing balances of the present value of the defined benefit obligation:

**1) Changes in defined benefit obligation:**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Opening defined benefit obligation	310.41	266.22	194.86	172.76	142.69
Interest cost	24.83	20.98	17.54	14.68	12.13
Current service cost	39.68	33.12	29.08	21.19	19.44
Benefits paid	(13.07)	(17.19)	(4.47)	(3.86)	(5.04)
Actuarial loss/(gain) on obligation	21.51	7.27	29.21	(9.92)	3.55
<b>Closing defined benefit obligation</b>	<b>383.36</b>	<b>310.40</b>	<b>266.22</b>	<b>194.85</b>	<b>172.77</b>

**2) Amount recognised as expense in the restated standalone summary statement of profit and loss is determined as under**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Current service cost	39.68	33.12	29.08	21.19	19.44
Interest cost	24.83	20.98	17.54	14.68	12.13
Actuarial loss recognized during the year	22.93	5.27	28.72	(9.93)	3.09
Expected return on plan assets	(26.48)	(20.36)	(16.78)	(14.03)	(12.42)
<b>Net benefit expense</b>	<b>60.96</b>	<b>39.01</b>	<b>58.56</b>	<b>11.91</b>	<b>22.24</b>

**3) Amount recognised in the restated standalone summary statement of balance sheet is as under:**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Defined benefit obligation	383.36	310.41	266.22	194.86	172.76
Fair value of plan assets	363.77	300.93	231.41	190.70	159.44
<b>Net liability recognized in balance sheet</b>	<b>19.59</b>	<b>9.48</b>	<b>34.81</b>	<b>4.16</b>	<b>13.32</b>

**4) Changes in fair value of plan assets:**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Fair value of plan assets at the beginning of the year	300.93	231.41	190.70	159.44	134.27
Expected return on plan assets	26.48	20.36	16.77	14.03	12.42
Contributions by employer	26.48	47.15	23.44	17.22	12.29
Actuarial loss/gain on plan assets	(1.42)	2.00	0.50	0.01	0.46
<b>Fair value of plan assets at the end of the year</b>	<b>363.77</b>	<b>300.93</b>	<b>231.41</b>	<b>190.70</b>	<b>159.44</b>
<b>Actual return on plan assets</b>	<b>25.06</b>	<b>22.37</b>	<b>17.28</b>	<b>14.04</b>	<b>12.88</b>

**Assumptions used:**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Expected contribution of company to gratuity fund	80.50	26.44	28.43	24.46	30.00

**The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Investments with Life Insurance Corporation of India	% 100	% 100	% 100	% 100	% 100

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Discounting rate	7.54%	8.00%	7.88%	9.00%	8.50%
Expected rate of return on assets	8.00%	8.80%	8.80%	8.80%	9.25%
Future salary increase	8.00%	8.00%	8.00%	8.00%	8.00%
Employee turnover:					
- Upto 30 years	3.00%	3.00%	3.00%	3.00%	3.00%
- Upto 44 years	2.00%	2.00%	2.00%	2.00%	2.00%
- Above 44 years	1.00%	1.00%	1.00%	1.00%	1.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The Company made annual contribution to the Life Insurance Corporation of India ('LIC') of an amount advised by the LIC. The Company was not informed by LIC of the investment made or the breakdown of plan assets by investment type, accordingly related disclosures are not included in these financial statements.

Amounts for the current and previous four years are as follows:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Defined benefit obligations	383.36	310.41	266.22	194.86	172.76
Plan assets	363.77	300.93	231.41	190.70	159.44
Net assets/(liability)	(19.58)	(9.48)	(34.81)	(4.16)	(13.33)
Experience adjustments on plan projected benefit obligation:- gain/(loss)	14.22	(15.29)	27.00	(9.47)	(3.55)
Experience adjustments on plan assets:- gain/(loss)	(1.42)	2.00	0.50	(0.71)	0.45

#### b) Compensated absences

1) Amount recognised as expense in the Statement of Profit and Loss for the year ended 31 March 2017 is determined as under:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Current service cost	13.16	10.77	9.82	8.16	9.14
Interest cost/(gain)	5.02	4.01	3.59	3.42	3.20
Actuarial loss recognized during the year	12.96	5.11	8.92	(1.05)	0.35
<b>Amount recognised in the Statement of Profit and Loss</b>	<b>31.14</b>	<b>19.90</b>	<b>22.33</b>	<b>10.53</b>	<b>12.69</b>

2) Changes in defined benefit obligation:

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Opening defined benefit obligation	62.76	50.92	39.92	40.18	37.60
Interest cost	5.01	4.01	3.59	3.42	3.20
Current service cost	13.16	10.77	9.82	8.16	9.14
Benefits paid	(18.20)	(8.07)	(11.32)	(10.79)	(10.11)

Actuarial loss/(gain) on obligation	12.96	5.11	8.92	(1.05)	0.35
<b>Closing defined benefit obligation</b>	<b>75.69</b>	<b>62.77</b>	<b>50.93</b>	<b>39.92</b>	<b>40.18</b>
- Current	11.23	2.97	2.34	2.04	4.18
- Non-current	64.46	59.80	48.59	37.88	36.00

**Assumptions used:**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Discounting rate	7.54%	8.00%	7.88%	9.00%	8.50%
Future salary increase	8.00%	8.00%	8.00%	8.00%	8.00%
Employee turnover:					
- Upto 30 years	3.00%	3.00%	3.00%	3.00%	3.00%
- Upto 44 years	2.00%	2.00%	2.00%	2.00%	2.00%
- Above 44 years	1.00%	1.00%	1.00%	1.00%	1.00%

**Provident fund and Employee State Insurance fund**

Description	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Employer's contribution to provident funds and other funds	126.06	109.64	99.14	86.27	75.25

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



**Restated Standalone Statement of Fixed Assets**  
**Annexure 17**

*(Amount in Rs lakhs)*

**Property, plant and equipment**

<b>Gross block</b>	<b>Leasehold land and site development</b>	<b>Freehold land</b>	<b>Buildings</b>	<b>Plant and equipment</b>	<b>Electric substations</b>	<b>Computers</b>	<b>Furniture and fixtures</b>	<b>Vehicles</b>	<b>Office equipment</b>	<b>Total</b>
<b>Balance as at 1 April 2012</b>	118.74	330.71	1,898.72	1,649.91	145.49	94.00	176.35	98.16	73.46	<b>4,585.54</b>
Additions	-	-	1,634.54	425.92	132.17	7.53	30.28	-	1.31	2,231.76
Adjustments on account of trade payables written back	-	-	(24.39)	-	-	-	-	-	-	(24.39)
<b>Balance as at 31 March 2013</b>	<b>118.74</b>	<b>330.71</b>	<b>3,508.86</b>	<b>2,075.83</b>	<b>277.67</b>	<b>101.52</b>	<b>206.64</b>	<b>98.16</b>	<b>74.77</b>	<b>6,792.90</b>
Additions	-	-	13.64	215.40	-	14.88	2.85	10.99	3.82	261.58
Disposals	-	-	(5.36)	(0.43)	-	-	-	(14.65)	-	(20.43)
<b>Balance as at 31 March 2014</b>	<b>118.74</b>	<b>330.71</b>	<b>3,517.14</b>	<b>2,290.80</b>	<b>277.67</b>	<b>116.40</b>	<b>209.48</b>	<b>94.50</b>	<b>78.59</b>	<b>7,034.04</b>
Additions	-	-	-	139.85	5.82	11.85	11.51	70.57	6.97	246.57
Disposals	-	-	-	(18.74)	-	(2.91)	32.74	-	(17.08)	(5.99)
<b>Balance as at 31 March 2015</b>	<b>118.74</b>	<b>330.71</b>	<b>3,517.14</b>	<b>2,411.91</b>	<b>283.49</b>	<b>125.35</b>	<b>253.73</b>	<b>165.07</b>	<b>68.48</b>	<b>7,274.62</b>
Additions	-	-	39.16	46.90	2.58	6.24	14.42	13.23	10.95	133.47
Disposals	-	-	-	(2.93)	-	-	-	(11.45)	-	(14.38)
<b>Balance as at 31 March 2016</b>	<b>118.74</b>	<b>330.71</b>	<b>3,556.30</b>	<b>2,455.87</b>	<b>286.07</b>	<b>131.59</b>	<b>268.16</b>	<b>166.85</b>	<b>79.43</b>	<b>7,393.71</b>
Additions	-	-	12.17	442.09	-	25.12	10.81	0.63	3.11	493.92
Disposals	-	-	-	-	-	(0.43)	-	(13.73)	-	(14.16)
<b>Balance as at 31 March 2017</b>	<b>118.74</b>	<b>330.71</b>	<b>3,568.47</b>	<b>2,897.96</b>	<b>286.07</b>	<b>156.28</b>	<b>278.97</b>	<b>153.74</b>	<b>82.54</b>	<b>7,873.47</b>
<b>Accumulated depreciation</b>										
<b>Balance as at 1 April 2012</b>	7.41	-	221.94	879.23	31.89	70.92	22.36	32.50	24.12	1,290.37
Depreciation charge	4.14	-	95.61	169.93	18.70	5.10	12.54	9.33	10.35	325.70
Reversal on disposal of assets	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2013</b>	<b>11.55</b>	-	<b>317.55</b>	<b>1,049.16</b>	<b>50.60</b>	<b>76.03</b>	<b>34.89</b>	<b>41.83</b>	<b>34.46</b>	<b>1,616.06</b>
Depreciation charge	4.14	-	109.61	134.99	21.39	7.57	12.25	9.70	8.14	307.80

Reversal on disposal of assets	-	-	(0.57)	(0.10)	-	-	-	(11.89)	-	(12.56)
<b>Balance as at 31 March 2014</b>	<b>15.69</b>	-	<b>426.59</b>	<b>1,184.05</b>	<b>71.98</b>	<b>83.60</b>	<b>47.15</b>	<b>39.64</b>	<b>42.60</b>	<b>1,911.30</b>
Depreciation charge	14.47	-	105.19	145.04	44.53	24.65	20.61	(5.94)	12.20	360.76
Reversal on disposal of assets	-	-	-	(6.33)	-	(2.25)	19.34	-	(13.86)	(3.11)
<b>Balance as at 31 March 2015</b>	<b>30.16</b>	-	<b>531.78</b>	<b>1,322.76</b>	<b>116.52</b>	<b>106.00</b>	<b>87.09</b>	<b>33.70</b>	<b>40.94</b>	<b>2,268.94</b>
Depreciation charge	4.14	-	106.43	164.12	37.36	12.27	26.21	19.30	13.81	383.63
Reversal on disposal of assets	-	-	-	(0.00)	-	-	-	(8.08)	-	(8.08)
<b>Balance as at 31 March 2016</b>	<b>34.30</b>	-	<b>638.20</b>	<b>1,486.88</b>	<b>153.88</b>	<b>118.26</b>	<b>113.31</b>	<b>44.92</b>	<b>54.75</b>	<b>2,644.49</b>
Depreciation charge	3.66	-	103.19	176.45	15.87	10.06	25.73	16.78	11.98	363.72
Reversal on disposal of assets	-	-	-	-	-	(0.41)	-	(8.13)	-	(8.54)
<b>Balance as at 31 March 2017</b>	<b>37.96</b>	-	<b>741.40</b>	<b>1,663.33</b>	<b>169.74</b>	<b>127.91</b>	<b>139.03</b>	<b>53.56</b>	<b>66.73</b>	<b>2,999.67</b>
<b>Net block</b>										
Balance as at 31 March 2013	107.19	330.71	3,191.32	1,026.67	227.07	25.50	171.74	56.33	40.31	<b>5,176.84</b>
Balance as at 31 March 2014	103.05	330.71	3,090.56	1,106.75	205.68	32.80	162.34	54.86	35.99	<b>5,122.75</b>
Balance as at 31 March 2015	88.58	330.71	2,985.37	1,089.14	166.97	19.35	166.64	131.37	27.55	<b>5,005.68</b>
Balance as at 31 March 2016	84.44	330.71	2,918.10	968.99	132.19	13.33	154.85	121.93	24.68	<b>4,749.23</b>
Balance as at 31 March 2017	80.78	330.71	2,827.07	1,234.63	116.32	28.37	139.93	100.18	15.81	<b>4,873.80</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

# Intangible assets

Gross block	Technical know-how	Computer software	Total
<b>Balance as at 01 April 2012</b>	95.24	66.39	161.63
Additions	-	15.92	15.92
<b>Balance as at 31 March 2013</b>	<b>95.24</b>	<b>82.31</b>	<b>177.55</b>
Additions	-	29.24	29.24
<b>Balance as at 31 March 2014</b>	<b>95.24</b>	<b>111.55</b>	<b>206.79</b>
Additions	-	7.88	7.88
<b>Balance as at 31 March 2015</b>	<b>95.24</b>	<b>119.43</b>	<b>214.67</b>
Additions	-	30.35	30.35
<b>Balance as at 31 March 2016</b>	<b>95.24</b>	<b>149.78</b>	<b>245.02</b>
Additions	-	19.38	19.38
<b>Balance as at 31 March 2017</b>	<b>95.24</b>	<b>169.16</b>	<b>264.40</b>
<b>Accumulated amortization</b>			
<b>Balance as at 01 April 2012</b>	35.08	27.85	62.93
Amortisation charge	9.85	12.45	22.30
<b>Balance as at 31 March 2013</b>	<b>44.93</b>	<b>40.30</b>	<b>85.23</b>
Amortisation charge	8.69	14.09	22.79
<b>Balance as at 31 March 2014</b>	<b>53.62</b>	<b>54.39</b>	<b>108.01</b>
Amortisation charge	7.36	13.37	20.73
<b>Balance as at 31 March 2015</b>	<b>60.98</b>	<b>67.76</b>	<b>128.74</b>
Amortisation charge	7.38	17.02	24.40
<b>Balance as at 31 March 2016</b>	<b>68.36</b>	<b>84.78</b>	<b>153.14</b>
Amortisation charge	7.36	16.55	23.91
<b>Balance as at 31 March 2017</b>	<b>75.62</b>	<b>101.33</b>	<b>177.05</b>
<b>Net block</b>			
Balance as at 31 March 2013	50.31	42.01	<b>92.32</b>
Balance as at 31 March 2014	41.62	57.16	<b>98.78</b>
Balance as at 31 March 2015	34.26	51.67	<b>85.93</b>
Balance as at 31 March 2016	26.88	65.00	<b>91.88</b>
Balance as at 31 March 2017	19.52	67.82	<b>87.34</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Non-Current Investments**  
**Annexure 18**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Trade investments (valued at cost unless stated otherwise)</b>					
<b>Investment in equity instruments</b>					
In subsidiary companies (unquoted)					
<b>Shivpad Engineers Private Limited *</b>	568.34	568.34	568.34	568.34	543.58
135,030 equity shares (fully paid up) of Rs. 10 each					
<b>Jash USA INC</b>	1,046.17	376.75	89.22	89.22	89.22
18,500 equity shares, (fully paid up) of \$ 10 each#					
<b>Mahr Maschinenbau GmbH ("MM")</b>	1,577.27	1,577.27	1,577.27	-	-
1 share (fully paid) pertaining to entire capital equivalent to Euro 36,336.41 of MM's owner's equity					
<b>Engineering and Manufacturing Jash Limited</b>	0.00	0.00	0.00	-	-
1 equity share (fully paid up) of Hong kong dollar 1 each^					
<b>Total</b>	<b>3,191.78</b>	<b>2,522.36</b>	<b>2,234.83</b>	<b>657.56</b>	<b>632.80</b>
<b>Aggregate amount of unquoted investments</b>	<b>3,191.78</b>	<b>2,522.36</b>	<b>2,234.83</b>	<b>657.56</b>	<b>632.80</b>

\*30% of the investment in Shivpad Engineers Private Limited pledged in favour of State Bank of India and HDFC bank in respect of rupee loan and credit facilities taken.

#This includes investment by Company in Jash USA INC. represented by equity shares capital amounting to Rs. 89.22 Lakhs against which 18,500 shares have been issued by the Company. Rest of the amount Rs. 956.95 Lacs is amount invested by the Company in the Jash USA, which has been classified as an "additional paid in capital" in Jash USA and no equity shares have been issued to the Company against such investment.

^Rounded off to zero.

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Long-Term Loans and Advances**  
**Annexure 19**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Security deposits</b>					
Related parties(refer note a)	25.00	25.00	25.00	25.00	25.00
Others	32.48	33.00	37.29	34.10	32.95
<b>Loans and advances</b>					-
Loan to subsidiaries (refer note a)	52.86	21.56	-	-	-
<b>Other loans and advances</b>					-
Balances with government authorities	33.54	16.38	31.92	12.23	9.95
Prepaid taxes (net of provisions for tax)	1.67	0.29	3.72	2.69	2.69
Minimum alternate tax credit entitlement	-	-	69.16	125.88	41.97
Prepaid expenses	1.08	3.28	3.09	3.02	-
Others	0.34	0.32	0.25	0.25	0.25
Capital advances (refer note a)	169.79	-	9.72	0.25	2.14
<b>Total</b>	<b>316.77</b>	<b>99.84</b>	<b>180.15</b>	<b>203.41</b>	<b>114.95</b>

**a) Includes amounts due by companies in which directors of the Company are also director, or where promoters or their relatives are interested (refer Annexure 35)**

<b>1. Security deposits</b>					
Security deposit to Patamin Investments Private Limited	25.00	25.00	25.00	25.00	25.00
<b>2. Loan to subsidiaries</b>					
Loan to Mahr Maschinenbau GmbH, Austria	52.86	18.77	-	-	-
Loan to Engineering and Manufacturing Jash Limited, Hong Kong	-	2.79	-	-	-
<b>3. Capital advance</b>					
Capital advance given to Jash USA Inc.	102.11	-	-	-	-

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Other Non-Current Assets**  
**Annexure 20**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Interest accrued but not due	3.69	0.96	-	-	5.77
Non-current bank balances	-	-	-	-	70.15
<b>Total</b>	<b>3.69</b>	<b>0.96</b>	<b>-</b>	<b>-</b>	<b>75.92</b>

**a) Includes amounts due by companies in which directors of the Company are also director, or where promoters or their relatives are interested (refer Annexure 35)**

Mahr Maschinenbau GmbH, Austria	3.69	0.92	-	-	-
Engineering and Manufacturing Jash Limited, Hong Kong	-	0.04	-	-	-

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Current Investments**  
**Annexure 21**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>a)Equity Investment (quoted)</b>					
Ramky Infrastructure Limited of Rs. 10 each (489 equity shares)	0.50	0.29	0.19	0.21	0.27
VA Tech Wabag Limited of Rs. 10 each (No. of shares 12 equity shares) (12 equity shares)	0.07	0.06	0.07	0.05	0.06
<b>b)Mutual funds investment (quoted)</b>					
Birla Sun Life Frontline Equity Fund- Growth (5,821.403 units of Rs.82.4671 each)	-	-	-	-	4.80
Birla Sun Life Midcap Fund- Growth (5,225.823 units of Rs.99.6817 each)	-	-	-	-	5.21
HDFC Equity Fund (2,226.289 units of Rs.252.4160 each)	-	-	-	-	5.62
Reliance Growth Fund (1,239.069 units of Rs.422.1847 each)	-	-	-	-	5.23
Templeton India Growth Fund (4514.220 units of Rs.106.5121 each)	-	-	-	-	4.81
<b>Total</b>	<b>0.57</b>	<b>0.35</b>	<b>0.26</b>	<b>0.25</b>	<b>26.00</b>
Aggregate market value of quoted investments	0.58	0.35	0.29	0.25	28.22

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Inventories**  
**Annexure 22**

(Amount in Rs lakhs)

<b>Particulars</b>	<b>31 March 2017</b>	<b>31 March 2016</b>	<b>31 March 2015</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Raw materials and components	2,238.91	1,605.46	1,669.46	1,389.99	1,512.87
Goods in transit	9.10	6.61	-	-	-
Work-in-progress	594.47	689.99	607.43	311.94	624.25
Finished goods	792.23	1,283.49	708.12	449.45	714.04
Stores and spares	86.85	85.78	81.45	92.59	88.37
<b>Total</b>	<b>3,721.56</b>	<b>3,671.33</b>	<b>3,066.46</b>	<b>2,243.97</b>	<b>2,939.53</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



**Restated Standalone Statement of Trade Receivables**  
**Annexure 23**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Outstanding for a period exceeding six months from the due date</b>					
Unsecured, considered good	1,127.15	627.82	622.43	300.36	262.34
Unsecured, considered doubtful	-	-	-	-	32.82
	1,127.15	627.82	622.43	300.36	295.15
Less : Provision for bad and doubtful debts	-	-	-	-	(32.82)
	<b>1,127.15</b>	<b>627.82</b>	<b>622.43</b>	<b>300.36</b>	<b>262.34</b>
<b>Other receivables</b>	3,936.90	3,259.71	3,691.11	2,737.38	2,727.85
<b>Total</b>	<b>5,064.05</b>	<b>3,887.53</b>	<b>4,313.55</b>	<b>3,037.74</b>	<b>2,990.19</b>

**Includes amounts due by companies in which directors of the Company are also director, or where promoters or their relatives are interested or subsidiaries(refer annexure 35):**

Jash USA INC.	681.93	-	527.69	373.19	214.82
Shivpad Engineers Private Limited	40.53	382.05	-	-	-
Mahr Maschinenbau GmbH	45.70	112.64	-	-	-
Engineering & Manufacturing Jash Limited	143.08	-	-	-	-
Jash Precision Tools Limited	281.55	369.64	338.97	174.33	276.17
Schutte Industrieservice GmbH	73.28	-	4.59	-	0.22
Micro Flat Datums Private Limited	147.59	-	-	-	-
<b>Total</b>	<b>1,413.66</b>	<b>864.33</b>	<b>871.25</b>	<b>547.52</b>	<b>491.21</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Cash And Bank Balances**  
**Annexure 24**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Cash and cash equivalents</b>					
Cash in hand	10.91	3.37	3.41	0.92	1.80
Balances with scheduled banks :					
-In current accounts	41.69	1.99	5.42	40.92	6.36
					-
<b>Other bank balances</b>					-
Unpaid dividend account	-	-	0.02	0.02	0.02
Margin money deposits*	442.78	746.95	496.08	242.54	255.49
<b>Total</b>	<b>495.38</b>	<b>752.31</b>	<b>504.93</b>	<b>284.40</b>	<b>263.67</b>

\* The deposits are pledged against bank guarantees issued to sales tax authorities,  
and for cash credit/ letter of credit facilities.

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of short-term loans and advances**  
**Annexure 25**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Advances to suppliers	133.56	44.51	92.30	16.28	119.91
Receivables from related parties (refer note a)	5.00	0.80	0.09	6.22	6.37
Advances given to employees	1.35	0.37	6.88	5.41	-
Balance with government authorities	217.47	171.34	137.79	144.71	188.40
Prepaid expenses	36.11	34.93	36.35	28.04	26.26
Tender fee and earnest money deposit	8.82	12.18	8.59	11.72	5.11
Loans to related parties (refer note a)	-	-	-	-	11.87
Other advances	-	-	-	-	6.03
<b>Total</b>	<b>402.31</b>	<b>264.13</b>	<b>282.00</b>	<b>212.38</b>	<b>363.95</b>

**a) Includes amounts due by companies in which directors of the Company are also director, or where promoters or their relatives are interested or subsidiaries (refer Annexure 35)**

<b>1) Receivable from related parties</b>	<b>5.00</b>	<b>0.80</b>	<b>0.09</b>	<b>6.22</b>	<b>6.37</b>
Shivpad Engineers Private Limited	4.44	-	-	-	-
Jash Flowcon Engineers	0.56	0.80	-	0.51	0.67
Schutte Meyer Ashwath Alloys Private Limited	-	-	0.09	-	-
Jash USA Inc.	-	-	-	5.71	5.70
<b>2) Loans to related parties</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11.87</b>
Patamin Investment Private Limited	-	-	-	-	11.87

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Other Current Assets**  
**Annexure 26**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Interest accrued on deposits	31.18	46.37	34.82	11.68	7.16
<b>Total</b>	<b>31.18</b>	<b>46.37</b>	<b>34.82</b>	<b>11.68</b>	<b>7.16</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Revenue From Operations**  
**Annexure 27**

(Amount in Rs lakhs)					
Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Revenue from operations (Gross)</b>					
<b>Sale of products</b>					
Manufactured goods *	15,217.09	11,866.57	11,847.70	11,224.51	8,184.50
Traded goods *	-	-	18.36	-	33.55
					-
<b>Sale of services</b>					
Installation charges	11.65	14.75	19.16	26.54	22.92
					-
<b>Other operating revenues</b>					
Power generation from screw generator	-	0.39	2.68	2.21	-
Scrap sales *	72.60	41.69	72.35	23.58	15.33
<b>Total</b>	<b>15,301.34</b>	<b>11,923.40</b>	<b>11,960.25</b>	<b>11,276.84</b>	<b>8,256.30</b>

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Other Income**  
**Annexure 28**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013	Nature (Recurring /non- recurring) *	Related/ not related to business activity
<b>Interest income</b>							
-fixed deposits	40.93	56.83	40.89	28.97	33.01	Recurring	Related
-others	6.71	4.23	4.60	2.17	7.30	Non-recurring	Related
Dividend income	54.01	27.01	27.01	-	1.23	Recurring#	Related#
Profit on sale of fixed assets (net)	-	0.14	-	0.45	20.84	Non-recurring	Not related
Foreign currency gain (net)	95.89	58.37	25.61	5.26	-	Recurring	Related
Unclaimed balances written back	41.49	35.08	22.03	11.72	-	Non-recurring	Not related
Profit on sale of investments	-	-	-	3.29	-	Non-recurring	Not related
Miscellaneous income	8.01	6.21	3.37	4.99	2.29	Non-recurring	Not related
<b>Total</b>	<b>247.04</b>	<b>187.87</b>	<b>123.51</b>	<b>56.85</b>	<b>64.67</b>		

\* As determined by management, based on current operational and business activity of the Company.

#Dividend Income pertaining to the financial year ended 31 March 2013 is non-recurring and non related to business activity

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of cost of raw materials and components consumed**  
**Annexure 29**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Inventory at the beginning of the year	1,605.46	1,669.46	1,389.99	1,512.87	1,207.41
Add : Purchases during the year	7,467.49	5,666.86	6,178.13	4,599.55	4,325.27
Less : Inventory at the end of the year	2,238.91	1,605.46	1,669.46	1,389.99	1,512.87
	<b>6,834.04</b>	<b>5,730.86</b>	<b>5,898.66</b>	<b>4,722.43</b>	<b>4,019.81</b>

The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Purchase of Traded Goods**  
**Annexure 30**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Purchase of process equipments	-	-	18.36	-	4.94
Purchase of hydro power screw generator	-	-	-	-	65.92
<b>Total</b>	<b>-</b>	<b>-</b>	<b>18.36</b>	<b>-</b>	<b>70.86</b>

The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of changes in inventories of finished goods, work-in-progress and traded goods**  
**Annexure 31**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Opening inventory</b>					
Finished goods	1,283.49	708.12	449.45	714.04	278.48
Work in progress	689.99	607.43	311.94	624.25	506.36
	<b>1,973.48</b>	<b>1,315.55</b>	<b>761.39</b>	<b>1,338.29</b>	<b>784.84</b>
<b>Less : Closing inventory</b>					
Finished goods	792.23	1,283.49	708.12	449.45	714.04
Work in progress	594.47	689.99	607.43	311.94	624.25
	<b>1,386.70</b>	<b>1,973.48</b>	<b>1,315.55</b>	<b>761.39</b>	<b>1,338.29</b>
<b>Change in inventories</b>	<b>586.78</b>	<b>(657.93)</b>	<b>(554.16)</b>	<b>576.90</b>	<b>(553.45)</b>
Excise duty on opening stock	141.99	77.37	46.00	67.62	37.27
Less: excise duty on closing stock	83.98	141.99	77.37	46.00	67.62
<b>Change in excise duty of finished goods</b>	<b>(58.01)</b>	<b>64.62</b>	<b>31.37</b>	<b>(21.62)</b>	<b>30.35</b>
<b>Total</b>	<b>528.77</b>	<b>(593.32)</b>	<b>(522.79)</b>	<b>555.28</b>	<b>(523.08)</b>

The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Employee Benefit Expenses**  
**Annexure 32**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Salaries, wages and bonus	1,623.55	1,388.88	1,335.48	1,066.16	927.77
Contributions to provident and other funds	126.06	109.64	99.14	86.27	75.25
Staff welfare Expenses	51.87	54.61	26.95	25.47	45.07
<b>Total</b>	<b>1,801.48</b>	<b>1,553.13</b>	<b>1,461.57</b>	<b>1,177.90</b>	<b>1,048.09</b>

The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of finance costs**  
**Annexure 33**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Interest expense	414.00	426.51	449.94	433.74	448.00
Interest on delay in payment of income tax	4.66	11.99	8.13	6.31	0.87
Other borrowing costs	118.41	93.97	128.55	94.06	65.26
<b>Total</b>	<b>537.07</b>	<b>532.47</b>	<b>586.62</b>	<b>534.11</b>	<b>514.13</b>

The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



**Restated Standalone Statement of other expenses**  
**Annexure 34**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Consumption of stores and spare parts	734.90	592.38	624.67	648.86	621.02
Power, fuel and water	150.94	142.33	160.79	162.28	151.63
Rent	48.96	48.88	49.28	48.48	36.10
Rates and taxes	43.98	80.46	38.56	23.88	14.27
Conveyance expenses	17.68	15.12	14.78	14.69	16.58
Loss on sale/discarding of fixed assets (net)	0.02	-	2.03	-	-
Net loss for diminution in the value of investments	-	-	-	-	0.79
Telephone and internet expense	13.28	13.59	13.24	14.85	13.37
Repairs and maintenance					-
Building	34.75	17.03	5.50	12.11	4.67
Others	25.29	19.91	19.30	18.90	13.61
Vehicle running and maintenance	17.65	17.87	16.88	15.91	12.21
Insurance charges	17.75	22.50	19.79	16.99	13.67
Travelling expenses	139.12	115.13	133.01	96.73	88.69
Royalty	19.76	11.23	13.61	24.01	-
Legal and professional	66.00	55.53	90.83	61.60	26.60
Advertisement and sales promotion expense	235.18	89.34	44.89	80.46	28.30
Commission and brokerage	143.15	146.05	109.12	119.51	101.72
Carriage outward	180.94	93.26	52.70	56.79	32.00
Labour charges	217.97	160.78	155.83	136.44	140.85
Job work charges	594.99	352.58	347.53	332.23	299.77
Late delivery charges	16.45	22.55	24.75	39.29	-
Bad debts	47.72	87.52	73.46	63.68	11.45
Liquidated damages	-	-	-	-	37.20
Provision for doubtful debts	-	-	-	-	32.82
Export expenses	245.95	135.65	120.13	125.31	39.81
Drawing, designing and pattern charges	73.79	55.52	58.44	60.14	17.79
Membership subscription	-	-	-	-	1.30
Miscellaneous expenses	160.79	95.31	85.78	93.54	94.76
<b>Total</b>	<b>3,247.01</b>	<b>2,390.52</b>	<b>2,274.90</b>	<b>2,266.68</b>	<b>1,850.98</b>

The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of related party transactions and balances**  
**Annexure 35**

**(Amount in Rs lakhs)**

**List of related parties:**

	Particulars	For the year ended				
		31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>1</b>	<b>Subsidiaries</b>	Jash USA INC, United States of America Shivpad Engineers Private Limited, India Mahr Maschinenbau GmbH, Austria Engineering and Manufacturing Jash Limited, Hong Kong	Jash USA INC, United States of America Shivpad Engineers Private Limited, India Mahr Maschinenbau GmbH, Austria Engineering and Manufacturing Jash Limited, Hong Kong	Jash USA INC, United States of America Shivpad Engineers Private Limited, India Mahr Maschinenbau GmbH, Austria Engineering and Manufacturing Jash Limited, Hong Kong	Jash USA INC, United States of America Shivpad Engineers Private Limited, India	Jash USA INC, United States of America Shivpad Engineers Private Limited, India
<b>2</b>	<b>Key managerial personnel (KMP)</b>	Mr. Laxminandan Amin, Chairman and Managing Director Mr. Pratik Patel, Managing Director Mr. Axel Schutte, Director	Mr. Laxminandan Amin, Chairman and Managing Director Mr. Pratik Patel, Managing Director Mr. Axel Schutte, Director	Mr. Laxminandan Amin, Chairman and Managing Director Mr. Pratik Patel, Managing Director Mr. Axel Schutte, Director	Mr. Laxminandan Amin, Chairman and Managing Director Mr. Pratik Patel, Managing Director Mr. Axel Schutte, Director	Mr. Laxminandan Amin, Chairman and Managing Director Mr. Pratik Patel, Managing Director Mr. Axel Schutte, Director
<b>3</b>	<b>Relatives of KMP (with whom transactions have taken place during the year)</b>	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel) Mr. Harsh Patel (son of Mr. Pratik Patel) Mrs. Swati Desai (sister of Mr. Pratik Patel)	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel) Mr. Harsh Patel (son of Mr. Pratik Patel) Mrs. Swati Desai (sister of Mr. Pratik Patel)	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel) Mrs. Swati Desai (sister of Mr. Pratik Patel) Mrs. Hirni Amin (sister of Mr. Pratik Patel)	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel) Mrs. Swati Desai (sister of Mr. Pratik Patel) Mrs. Hirni Amin (sister of Mr. Pratik Patel)	Mrs. Bhairavi Patel (wife of Mr. Pratik Patel) Mrs. Swati Desai (sister of Mr. Pratik Patel) Mrs. Hirni Amin (sister of Mr. Pratik Patel)

		<p>Mrs. Hirni Amin (sister of Mr. Pratik Patel)</p> <p>Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin)</p> <p>Mr. Rasesh Amin (son of Mr. L. D. Amin)</p> <p>Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)</p>	<p>Mrs. Hirni Amin (sister of Mr. Pratik Patel)</p> <p>Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin)</p> <p>Mr. Rasesh Amin (son of Mr. L. D. Amin)</p> <p>Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)</p>	<p>Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin)</p> <p>Mr. Rasesh Amin (son of Mr. L. D. Amin)</p> <p>Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)</p>	<p>Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin)</p> <p>Mr. Rasesh Amin (son of Mr. L. D. Amin)</p> <p>Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)</p>	<p>Late Mrs. Jyotsna Amin (wife of Mr. L. D. Amin)</p> <p>Mr. Rasesh Amin (son of Mr. L. D. Amin)</p> <p>Ms. Avani Vipul Patel (daughter of Mr. L. D. Amin)</p>
4	<p><b>Entities in which key management personnel/director is having significant influence/interested with whom there are transactions/balances during the year</b></p>	<p>Patamin Investments Private Limited</p> <p>Jash Precision Tools Limited</p> <p>Schutte Industrieservice GmbH</p> <p>Schutte Meyer Industries Private Limited</p> <p>Schutte Meyer Ashwath Alloys Private Limited</p> <p>Jash Flowcon Engineers (a partnership firm)</p> <p>L. D. Amin HUF</p> <p>Micro Flat Datums Private Limited</p>	<p>Patamin Investments Private Limited</p> <p>Jash Precision Tools Limited</p> <p>Schutte Industrieservice GmbH</p> <p>Schutte Meyer Industries Private Limited</p> <p>Schutte Meyer Ashwath Alloys Private Limited</p> <p>Jash Flowcon Engineers (a partnership firm)</p> <p>L. D. Amin HUF</p>	<p>Patamin Investments Private Limited</p> <p>Jash Precision Tools Limited</p> <p>Schutte Industrieservice GmbH</p> <p>Schutte Meyer Industries Private Limited</p> <p>Schutte Meyer Ashwath Alloys Private Limited</p> <p>Jash Flowcon Engineers (a partnership firm)</p>	<p>Patamin Investments Private Limited</p> <p>Jash Precision Tools Limited</p> <p>Schutte Industrieservice GmbH</p> <p>Schutte Meyer Industries Private Limited</p> <p>Schutte Meyer Ashwath Alloys Private Limited</p> <p>Jash Flowcon Engineers (a partnership firm)</p>	<p>Patamin Investments Private Limited</p> <p>Jash Precision Tools Limited</p> <p>Schutte Meyer India Private Limited</p> <p>Schutte Industrial Services</p> <p>Jash Flowcon Engineers (a partnership firm)</p>
5	<p><b>Entity having significant influence over the Company</b></p>	<p>Pragati India Fund Limited</p>	<p>Pragati India Fund Limited</p>	<p>PI International LP</p> <p>Pragati India Fund Limited (w.e.f. 11 August 2014)</p>	<p>PI International LP</p>	<p>PI International LP (with effect from 4 August 2012)</p>

# Pursuant to demise of Mrs. Jyotsna Amin on 13 January 2016, equity shares held in the name of deceased were transmitted to her legal heir/nominee on 03 May 2016 as follows:-

Name of receiver	Number of shares	Date of transmission
Mr. Rasesh Amin (son of Mr L. D. Amin)	4,24,750	03-May-16
Mrs. Avani Vipul Patel (daughter of Mr. L.D. Amin)	1,21,357	03-May-16
Mr. Kartik Amin (grandson of Mr. L.D. Amin)	60,679	03-May-16

# Key managerial personnel and relatives

S.No	Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
1)	<b>Transactions during the year</b>					
	<b>Managerial remuneration</b>	<b>99.91</b>	<b>83.42</b>	<b>73.99</b>	<b>60.38</b>	<b>63.02</b>
	<i>Mr L.D. Amin</i>	52.03	44.31	39.40	31.09	29.86
	<i>Mr. Pratik Patel</i>	44.51	39.11	34.59	29.29	33.16
	<i>Mr. Axel Schuette</i>	3.37	-	-	-	-
	<b>Dividend for the year (excluding dividend distribution tax)</b>	<b>86.51</b>	<b>84.71</b>	<b>70.17</b>	<b>61.40</b>	<b>83.98</b>
	<i>Mr. Pratik Patel</i>	38.23	47.23	37.78	33.06	29.96
	<i>Mr. L.D. Amin</i>	5.35	3.55	4.28	3.74	5.76
	<i>Mr. Axel Schutte</i>	15.40	15.40	12.32	10.78	21.56
	<i>Patamin Investments Private Limited</i>	-	-	-	-	-
	<i>Pragati Fund Private Limited</i>	-	-	-	-	-
	<i>Mrs. Bhairavi Patel</i>	5.05	5.05	4.04	3.53	8.65
	<i>Mrs. Swati Desai</i>	0.24	0.24	0.19	0.17	0.33
	<i>Mrs. Hirni Amin</i>	0.86	0.86	0.69	0.60	1.20
	<i>Late Mrs. Jyotsna Amin</i>	-	-	9.71	8.50	14.47
	<i>Mr. Rasesh Amin</i>	8.83	-	0.27	0.24	0.48
	<i>Ms. Avani Vipul Patel</i>	3.55	8.83	0.90	0.78	1.57
	<i>Mr. Harsh Patel</i>	9.00	3.55	-	-	-
	<b>Interest expenses</b>	<b>21.92</b>	<b>21.78</b>			
	<i>L. D. Amin HUF</i>	-	1.43	-	-	-
	<i>Late Mrs. Jyotsna Amin</i>	0.21	-	-	-	-
	<i>Mrs. Bhairavi Patel</i>	0.42	-	-	-	-
	<i>Mr. Harsh Patel</i>	21.29	-	-	-	-
	<i>Mr. Pratik Patel</i>	-	20.35	-	-	-
	<b>Expenses incurred by Company on behalf of</b>	<b>2.45</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<i>Mr. Harsh Patel</i>	0.25	-	-	-	-
	<i>Mr. Pratik Patel</i>	2.20	-	-	-	-

	<b>Reimbursement of expenses</b>	<b>25.61</b>	<b>14.23</b>	<b>19.11</b>	<b>5.50</b>	<b>-</b>
	<i>Mr. Pratik Patel</i>	23.98	12.84	17.62	4.72	-
	<i>Mr. L. D. Amin</i>	1.10	1.20	1.49	0.78	-
	<i>Mr. Harsh patel</i>	0.53	0.19	-	-	-
	<b>Stipend expense</b>	<b>1.40</b>	<b>3.08</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<i>Mr. Harsh Patel</i>	1.40	3.08	-	-	-
	<b>Loans taken</b>	<b>117.43</b>	<b>40.50</b>	<b>180.00</b>	<b>-</b>	<b>-</b>
	<i>Mr. Pratik Patel</i>	88.00	30.00	169.00	-	-
	<i>L. D. Amin HUF</i>	17.43	10.50	-	-	-
	<i>Mrs. Bhairavi Patel</i>	4.00	-	-	-	-
	<i>Mr. Harsh Patel</i>	8.00	-	-	-	-
	<i>Late Mrs. Jyotsna Amin</i>	-	-	11.00	-	-
	<b>Loan repaid/adjusted</b>	<b>107.93</b>	<b>13.00</b>	<b>14.50</b>	<b>-</b>	<b>-</b>
	<i>Mr. Pratik Patel</i>	90.50	11.00	13.50	-	-
	<i>Late Mrs. Jyotsna Amin</i>	13.93	-	1.00	-	-
	<i>L. D. Amin HUF</i>	3.50	2.00	-	-	-
	<i>Engineering and Manufacturing Jash Limited</i>	-	-	-	-	-
<b>2)</b>	<b>Year end Balances</b>					
	<b>Long term borrowings</b>	<b>188.92</b>	<b>198.60</b>	<b>170.00</b>	<b>-</b>	<b>-</b>
	<i>Mr Pratik Patel</i>	176.35	177.27	158.29	-	-
	<i>Mrs. Bhairavi Patel</i>	4.19	-	-	-	-
	<i>Mr. Harsh Patel</i>	8.38	-	-	-	-
	<i>L. D Amin (HUF)</i>	-	21.33	-	-	-
	<i>Late Mrs. Jyotsana Amin</i>	-	-	11.71	-	-
	<b>Dividend payable (excluding dividend distribution tax)</b>	<b>-</b>	<b>84.71</b>	<b>70.18</b>	<b>61.40</b>	
	<i>Mr. Pratik Patel</i>	-	47.23	37.78	33.06	-
	<i>Mr. L.D. Amin</i>	-	3.55	4.28	3.74	-
	<i>Mr. Axel Schutte</i>	-	15.40	12.32	10.78	-
	<i>Mrs. Bhairavi Patel</i>	-	5.05	4.04	3.53	-
	<i>Mrs. Swati Desai</i>	-	0.24	0.19	0.17	-

Mr. Hirni Amin	-	0.86	0.69	0.60	-
Mrs. Jyotsna Amin	-	-	9.71	8.50	-
Mr. Rasesh Amin	-	8.83	0.27	0.24	-
Mr. Avani Vipul Patel	-	3.55	0.90	0.78	-
<b>Amount payable</b>	<b>4.18</b>	<b>11.08</b>	<b>7.90</b>	<b>9.27</b>	<b>-</b>
Mr. Pratik Patel	2.68	5.31	4.05	4.96	-
Mr. L.D. Amin	1.26	4.76	3.85	4.31	-
Mr. Jayesh Pandya	-	0.73	-	-	-
Mr. Harsh Patel	0.24	0.28	-	-	-
<b>Sale of goods</b>	<b>974.66</b>	<b>338.24</b>	<b>225.79</b>	<b>182.69</b>	<b>123.29</b>
Engineering & Manufacturing Jash Limited	271.69				
Shivpad Engineers Private Limited	336.26	59.21	0.13		
Jash USA INC.	366.71	171.44	225.66	182.69	123.29
Mahr Maschinenbau GmbH	-	107.59			
<b>Purchase of goods</b>	<b>40.69</b>	<b>18.36</b>	<b>18.36</b>	<b>-</b>	<b>22.97</b>
Shivpad Engineers Private Limited	40.69	18.36	18.36	-	22.73
Jash USA INC.	-	-	-	-	0.24
<b>Dividend income</b>	<b>54.01</b>	<b>27.01</b>	<b>27.01</b>	<b>-</b>	<b>-</b>
Shivpad Engineers Private Limited	54.01	27.01	27.01		
<b>Interest income</b>	<b>3.91</b>	<b>0.97</b>	<b>-</b>	<b>-</b>	<b>-</b>
Mahr Maschinenbau GmbH	3.69	0.93	-	-	-
Engineering and Manufacturing Jash Limited	0.22	0.04	-	-	-
<b>Job work charges and labour charges</b>	<b>34.69</b>	<b>-</b>	<b>32.75</b>	<b>-</b>	<b>-</b>
Jash USA INC	34.69	-	32.75	-	-
<b>Export expenses incurred</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>57.07</b>	<b>-</b>
Jash USA INC.	-	-	-	57.07	-
<b>Expenses incurred/paid on behalf of Company</b>	<b>50.83</b>	<b>7.79</b>	<b>26.54</b>	<b>6.79</b>	<b>-</b>

<i>Jash USA INC.</i>	50.29	-	26.54	-	-
<i>Mahr Maschinenbau GmbH</i>	-	7.26	-	-	-
<i>Shivpad Engineers Private Limited</i>	0.54	0.53	-	6.79	-
<b>Expenses incurred by Company on behalf of related parties</b>	<b>33.11</b>	<b>53.64</b>	<b>23.26</b>	-	-
<i>Shivpad Engineers Private Limited</i>	33.11	53.64	23.26	-	-
<b>Investments made</b>	<b>669.42</b>	<b>287.53</b>	<b>1,577.27</b>	<b>24.76</b>	<b>186.09</b>
<i>Jash USA INC.</i>	669.42	287.53	-	-	82.51
<i>Mahr Maschinenbau GmbH</i>	-	-	1,577.27	-	-
<i>Engineering and Manufacturing Jash Limited</i>	-	-	0.00	-	-
<i>Shivpad Engineers Private Limited</i>	-	-	-	24.76	103.58
<b>Loan taken</b>	<b>0.93</b>	-	-	-	-
<i>Mahr Maschinenbau GmbH</i>	0.93	-	-	-	-
<b>Loan given</b>	<b>38.67</b>	<b>21.56</b>	-	-	-
<i>Mahr Maschinenbau GmbH</i>	38.67	18.77	-	-	-
<i>Engineering and Manufacturing Jash Limited</i>	-	2.79	-	-	-
<b>Loan repaid/adjusted</b>	<b>2.97</b>	-	-	-	-
<i>Engineering and Manufacturing Jash Limited</i>	2.97	-	-	-	-
<b>Year end balances</b>					
<b>Trade receivables</b>	<b>911.23</b>	<b>494.70</b>	<b>527.69</b>	<b>373.19</b>	<b>214.82</b>
<i>Jash USA INC.</i>	681.93	382.05	527.69	373.19	214.82
<i>Shivpad Engineers Private Limited</i>	40.53	-	-	-	-
<i>Mahr Maschinenbau GmbH</i>	45.70	112.64	-	-	-
<i>Engineering &amp; Manufacturing Jash Limited</i>	143.08	-	-	-	-
<b>Capital advances</b>	<b>102.11</b>	-	-	-	-
<i>Jash USA INC.</i>	102.11	-	-	-	-
<b>Advances to related parties</b>	<b>57.30</b>	<b>21.56</b>	-	<b>6.33</b>	<b>5.71</b>
<i>Jash USA INC.</i>	-	-	-	5.71	5.71



Shivpad Engineers Private Limited	4.44	-	-	0.62	-
Mahr Maschinenbau GmbH	52.86	18.77	-	-	-
Engineering and Manufacturing Jash Limited	-	2.79	-	-	-

**Entities where KMPs or relatives of KMPs exercise significant influence/Entities having significant influence over the company**

1)	<b>Transactions during the year</b>					
	<b>Sale of goods</b>	<b>1,070.19</b>	<b>649.49</b>	<b>647.30</b>	<b>367.92</b>	<b>736.20</b>
	<i>Jash Precision Tools Limited</i>	462.87	427.93	562.20	358.83	680.77
	<i>Schutte Industrieservice GmbH</i>	79.38	221.56	39.15	9.09	55.43
	<i>Schutte Meyer Ashwath Alloys Private Limited</i>	14.59	-	45.95	-	-
	<i>Micro Flat Datums Private Limited</i>	513.35	-	-	-	-
	<b>Purchase of goods</b>	<b>103.36</b>	<b>136.86</b>	<b>116.91</b>	<b>40.07</b>	<b>18.40</b>
	<i>Jash Precision Tools Limited</i>	-	1.50	2.03	1.41	12.37

	<b>Interest accrued but not due on loan given</b>	<b>3.69</b>	<b>0.93</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<i>Mahr Maschinenbau GmbH, Austria</i>	3.69	0.93	-	-	-
	<i>Engineerring and Manufacturing Jash Limited, Hong Kong</i>	-	0.04	-	-	-
	<b>Trade payables</b>	<b>9.82</b>	<b>34.34</b>	<b>82.16</b>	<b>9.93</b>	<b>23.09</b>
	<i>Jash USA INC.</i>	-	24.21	69.22	9.93	0.24
	<i>Shivpad Engineers Private Limited</i>	9.82	10.13	12.94	0	22.85
	<b>Investments made</b>	<b>3,191.78</b>	<b>2,522.36</b>	<b>2,234.83</b>	<b>657.56</b>	<b>632.80</b>
	<i>Shivpad Engineers Private Limited</i>	568.34	568.34	568.34	568.34	543.58
	<i>Jash USA INC.</i>	1,046.17	376.75	89.22	89.22	89.22
	<i>Engineering and Manufacturing Jash Limited*</i>	0.00	0.00	0.00	0.00	0.00
	<i>Mahr Maschinenbau GmbH</i>	1,577.27	1,577.27	1,577.27	-	-
	<b>Amount payable in respect of investments</b>	<b>-</b>	<b>-</b>	<b>411.18</b>	<b>-</b>	<b>-</b>
	<i>Mahr Maschinenbau GmbH</i>	-	-	411.18	-	-
	<b>Corporate guarantees given by Company on behalf of related parties</b>	<b>1,134.18</b>	<b>450.00</b>	<b>63.62</b>	<b>-</b>	<b>-</b>
	<i>Shivpad Engineers Private Limited</i>	100.00	450.00	63.62	-	-
	<i>Standby letter of credit given on behalf of Jash USA</i>	1,034.18	-	-	-	-

\*Rounded off to zero

<i>Schutte Meyer Industries Private Limited</i>	2.02	61.76	-	-	2.80
<i>Schutte Meyer Ashwath Alloys Private Limited</i>	101.34	73.60	114.88	38.66	3.23
<b>Dividend for the year (excluding dividend distribution tax)</b>	<b>51.62</b>	<b>51.62</b>	<b>41.30</b>	<b>28.64</b>	<b>10.68</b>
<i>Patamin Investments Private Limited</i>	0.16	0.16	0.13	0.11	0.10
<i>Pragati Fund Private Limited</i>	51.46	51.46	41.17	-	-
<i>PI International LP</i>	-	-	-	28.53	10.58
<b>Issue of equity shares (including securities premium)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,275.02</b>
<i>PI International LP</i>	-	-	-	-	2,275.02
<b>Labour charges received</b>	<b>-</b>	<b>0.06</b>	<b>-</b>	<b>1.09</b>	<b>0.32</b>
<i>Jash Precision Tools Limited</i>	-	0.06	-	1.09	0.32
<b>Interest expense</b>	<b>8.77</b>	<b>5.99</b>	<b>4.01</b>	<b>2.82</b>	<b>-</b>
<i>Patamin Investments Private Limited</i>	6.79	5.55	4.01	2.82	-
<i>L. D. Amin HUF</i>	1.98	0.44	-	-	-
<b>Interest received</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.13</b>
<i>Patamin Investments Private Limited</i>	-	-	-	-	3.13
<b>Labour charges paid</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>16.19</b>	<b>6.07</b>
<i>Jash Precision Tools Limited</i>	-	-	-	16.19	6.07
<b>Job work charges and labour charges</b>	<b>36.45</b>	<b>21.55</b>	<b>8.63</b>	<b>-</b>	<b>-</b>
<i>Jash Precision Tools Limited</i>	17.05	21.55	8.63	-	-
<i>Jash Flowcon Engineers</i>	17.67	-	-	-	-
<i>Micro Flat Datums Private Limited</i>	1.67	-	-	-	-
<i>Schutte Meyer Ashwath Alloys Private Limited</i>	0.06	-	-	-	-
<i>Jash USA INC</i>	-	-	-	-	-
<b>Expenses incurred/paid on behalf of Company</b>	<b>0.30</b>	<b>14.71</b>	<b>6.88</b>	<b>-</b>	<b>-</b>
<i>Jash Flowcon Engineers</i>	0.30	-	-	-	-

	<i>Schutte Meyer Industries Private Limited</i>	-	14.71	6.88	-	-
	<b>Rent expense</b>	<b>48.27</b>	<b>47.85</b>	<b>47.19</b>	<b>47.19</b>	<b>47.19</b>
	<i>Patamin Investments Private Limited</i>	48.27	47.85	47.19	47.19	47.19
	<b>Expenses incurred by Company on behalf of related parties</b>	<b>3.84</b>	<b>11.55</b>	<b>17.49</b>	<b>11.27</b>	<b>0.67</b>
	<i>Jash Flowcon Engineers</i>	0.58	1.05	0.49	0.51	0.67
	<i>Jash Precision Tools Limited</i>	0.97	1.58	0.96	-	-
	<i>Patamin Investments Private Limited</i>	-	8.91	15.95	10.76	-
	<i>Schutte Meyer India Private Limited</i>	2.30	-	0.09	-	-
	<b>Expenses incurred by related parties on behalf of Company</b>	-	-	<b>2.37</b>	-	-
	<i>Schutte Industrieservice GmbH</i>	-	-	2.37	-	-
	<b>Reimbursement of expenses</b>	-	-	-	<b>2.35</b>	-
	<i>Schutte Meyer India Private Limited</i>	-	-	-	2.35	-
	<b>Loan taken</b>	-	<b>15.00</b>	<b>20.00</b>	<b>33.00</b>	-
	<i>Patamin Investments Private Limited</i>	-	15.00	20.00	33.00	-
	<b>Loan repaid/adjusted</b>	-	-	<b>34.82</b>	<b>8.00</b>	-
	<i>Patamin Investments Private Limited</i>	-	-	34.82	8.00	-
2)	<b>Year end Balances</b>					
	<b>Trade receivables</b>	<b>502.42</b>	<b>369.64</b>	<b>343.56</b>	<b>174.33</b>	<b>276.39</b>
	<i>Jash Precision Tools Limited</i>	281.55	369.64	338.97	174.33	276.17
	<i>Schutte Industrieservice GmbH</i>	73.28	-	4.59	-	0.22
	<i>Micro Flat Datums Private Limited</i>	147.59	-	-	-	-
	<b>Advances to related parties</b>	<b>0.56</b>	<b>0.80</b>	<b>0.09</b>	<b>0.51</b>	<b>12.54</b>
	<i>Jash Flowcon Engineers</i>	0.56	0.80	-	0.51	0.67
	<i>Shivpad Engineers Private Limited</i>	-	-	-	-	11.87
	<i>Schutte Meyer Ashwath Alloys Private Ltd</i>	-	-	0.09	-	-

<b>Trade payables</b>	<b>17.47</b>	<b>72.70</b>	<b>40.68</b>	<b>30.88</b>	<b>12.40</b>
<i>Jash Precision Tools Limited</i>	-	21.45	3.14	8.83	12.40
<i>Schutte Industrieservice GmbH</i>	-	-	-	0.84	-
<i>Schutte Meyer Ashwath Alloys Private Limited</i>	9.36	51.25	37.54	21.21	-
<i>Jash Flowcon Engineers</i>	2.02	-	-	-	-
<i>Schutte Industrieservice GmbH</i>	4.17	-	-	-	-
<i>Schutte Meyer India Private Limited</i>	1.92	-	-	-	-
<b>Long term borrowings</b>	<b>86.56</b>	<b>56.56</b>	<b>36.56</b>	<b>473.71</b>	<b>-</b>
<i>Patamin Investments Private Limited</i>	62.87	56.56	36.56	473.71	-
<i>L. D Amin (HUF)</i>	23.69	-	-	-	-
<b>Dividend payable (excluding dividend distribution tax)</b>	<b>-</b>	<b>51.62</b>	<b>41.30</b>	<b>28.64</b>	<b>-</b>
<i>Patamin Investments Private Limited</i>	-	0.16	0.13	0.11	-
<i>Pragati Fund Private Limited</i>	-	51.46	41.17	-	-
<i>PI International LP</i>	-	-	-	28.53	-
<b>Security deposits</b>	<b>25.00</b>	<b>25.00</b>	<b>25.00</b>	<b>25.00</b>	<b>25.00</b>
<i>Patamin Investments Private Limited</i>	25.00	25.00	25.00	25.00	25.00

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of Statement of Capitalisation**  
**Annexure 36**

(Amount in Rs lakhs)

Particulars	Pre - Issue (as at 31 March 2017)	Post - Issue*
<b>Borrowings:</b>		
Short-term borrowings	2,946.29	-
Current maturities of long-term borrowings	268.23	-
Long-term borrowings (A)	1,044.20	-
<b>Total debt (B)</b>	<b>4,258.72</b>	-
<b>Shareholders' fund (Net worth)</b>		
Share capital	957.54	-
Reserves and surplus	7,976.15	-
<b>Total shareholders' fund (Net worth) (C)</b>	<b>8,933.69</b>	-
<b>Long-term borrowings/shareholders' fund (Net worth) ratio (A/C)</b>	0.12	-
<b>Total borrowings/shareholders' fund (Net worth) ratio (B/C)</b>	0.48	-

**Notes:**

1. Short-term borrowings and current maturities of long term borrowings are debts which are due for repayment within 12 months from 31 March 2017.
2. Long-term borrowings is considered as borrowings other than short-term borrowings and current maturities of long term borrowings.
3. The amounts disclosed above are based on the Restated Standalone Financial Information of the Company.

\* These amounts (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished., hence have not been furnished.

4. The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of tax shelter**  
**Annexure 37**

(Amount in Rs lakhs)

Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>Profit before tax, as restated (A)</b>	<b>1,446.77</b>	<b>1,283.57</b>	<b>1,102.65</b>	<b>994.81</b>	<b>368.56</b>
Tax rate - statutory rate (B)	34.61%	34.61%	33.99%	32.45%	32.45%
Minimum Alternate Tax (MAT) [including applicable surcharge and education cess] (C)	20.96%	20.96%	20.96%	20.01%	20.01%
<b>Tax as per actual rate on profits (D = A*B)</b>	<b>500.70</b>	<b>444.22</b>	<b>374.79</b>	<b>322.77</b>	<b>119.58</b>
<b>Adjustments:</b>					
<b>Permanent differences</b>					
Interest on delay in payment of income tax	-	6.51	8.48	6.31	0.87
Dividend income	(54.01)	(27.01)	(27.01)	-	-
Donations	5.39	0.48	1.50	0.30	0.15
Others	4.45	29.06	(36.73)	21.70	15.05
<b>Total permanent differences (E)</b>	<b>(44.17)</b>	<b>9.05</b>	<b>(53.75)</b>	<b>28.30</b>	<b>16.07</b>
<b>Timing differences</b>					
Difference between book depreciation and tax depreciation	(85.10)	(33.10)	(108.48)	(207.00)	(325.49)
Provision for doubtful debts	-	-	-	(32.82)	32.82
Provision for compensated absences	12.94	11.83	11.01	(8.46)	14.18
Value added tax payments allowed under section 43B	(16.35)	-	-	-	-
Provision for gratuity	-	-	-	8.06	13.33
Royalty expense disallowed u/s 40(a)(ia) in previous years	-	-	(22.43)	-	-
Others	0.09	(0.78)	-	(0.45)	0.41
<b>Total timing differences (F)</b>	<b>(88.42)</b>	<b>(22.05)</b>	<b>(119.90)</b>	<b>(240.68)</b>	<b>(264.75)</b>
<b>Deductions</b>					
U/s 10A of Income Tax Act, 1961	247.48	159.01	100.87	444.18	-
<b>Total deductions (G)</b>	<b>247.48</b>	<b>159.01</b>	<b>100.87</b>	<b>444.18</b>	<b>-</b>
Total adjustments (H=E+F+G)	(380.07)	(172.01)	(274.53)	(656.55)	(248.68)
Tax on adjustments (I=H*B)	(131.54)	(59.53)	(93.31)	(213.02)	(80.68)
Taxable restated profit (J=A+H)	1,066.70	1,111.56	828.12	338.26	119.88
<b>Tax liability on taxable profits (K=J*B)</b>	<b>369.15</b>	<b>384.69</b>	<b>281.48</b>	<b>109.75</b>	<b>38.89</b>
<b>Restated adjusted book profits under MAT (L)</b>	<b>1,392.72</b>	<b>1,505.38</b>	<b>1,072.28</b>	<b>967.85</b>	<b>404.18</b>
<b>MAT liability on restated profits (M=L*C)</b>	<b>291.92</b>	<b>315.54</b>	<b>224.75</b>	<b>193.65</b>	<b>80.87</b>
<b>Tax liability higher of (K) and (M)</b>	<b>369.16</b>	<b>384.69</b>	<b>281.48</b>	<b>193.65</b>	<b>80.87</b>
<b>MAT credit entitlement/(reversal) (O=M-N)</b>	<b>-</b>	<b>(69.15)</b>	<b>(56.72)</b>	<b>83.90</b>	<b>41.97</b>
<b>Tax expense as per the Restated Standalone Summary Statement of Profit and Loss (K+O)</b>	<b>369.15</b>	<b>315.54</b>	<b>224.75</b>	<b>193.65</b>	<b>80.87</b>

**Notes :**

1. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
2. The Statement of Tax Shelter has been prepared as per the Restated Standalone Financial Information of the Company.
3. The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of accounting ratios**  
**Annexure 38**

(Amount in Rs lakhs except number of shares)

S. No.	Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>A</b>	Net worth	8,933.69	8,102.14	7,406.46	6,779.93	5,973.58
<b>B</b>	Net profit/(loss) after tax, as restated	1,051.05	874.73	783.37	806.35	248.19
	<b>Weighted average number of equity shares outstanding during the year</b>					
<b>C</b>	For basic earnings per share	95,75,400	95,75,400	95,75,400	95,75,400	84,46,378
<b>D</b>	For diluted earnings per share	95,75,400	95,75,400	95,75,400	95,75,400	84,46,378
<b>E</b>	Number of shares outstanding at the end of the year	95,75,400	95,75,400	95,75,400	95,75,400	95,75,400
<b>F</b>	Restated basic earnings per share (Rs.) (B/C)	10.98	9.14	8.18	8.42	2.94
<b>G</b>	Restated diluted earnings per share (Rs.) (B/D)	10.98	9.14	8.18	8.42	2.94
<b>H</b>	Return on net worth (%) (B/A)	11.77%	10.80%	10.58%	11.89%	4.15%
<b>I</b>	Net assets value per share of Rs.10 each (A/E)	93.30	84.61	77.35	70.81	62.38
<b>J</b>	Face value (Rs)	10	10	10	10	10

**Notes:**

1. The ratio has been computed as below:

	Net profit after tax, as restated
Basic earnings per share (Rs) =	Weighted average number of equity shares outstanding during the year
	Net profit after tax, as restated
Diluted earnings per share (Rs) =	Weighted average number of potential equity shares outstanding during the year
	Net profit after tax, as restated
Return on net worth (%) =	Net worth as restated as at year end
	Net asset, as restated
Net asset value per share (Rs) =	Number of equity shares outstanding as at year end

Earning per shares (EPS) calculation is in accordance with the notified Accounting Standard 20 'Earnings per share' specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2012 (as amended).

The amounts disclosed above are based on the Restated Standalone Financial Information of the Company.

The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.

**Restated Standalone Statement of dividend**  
**Annexure 39**

(Amount in Rs lakhs)

S. No.	Particulars	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
<b>A</b>	No. of equity shares at the time of declaration of the dividend	95,75,400	95,75,400	95,75,400	95,75,400	95,75,400
<b>B</b>	Average outstanding shares at the time of declaration of dividend	95,75,400	95,75,400	95,75,400	95,75,400	84,46,378
<b>C</b>	Face value	10.00	10.00	10.00	10.00	10.00
<b>D</b>	Final dividend per equity share (in Rs)	2.00	2.00	1.60	1.40	-
<b>E</b>	Interim dividend	-	-	-	-	0.8
<b>F</b>	Final/Interim dividend (%)	20%	20%	16%	14%	8%
<b>G</b>	Total proposed dividend (Rs in lakhs)	191.51	191.51	153.21	134.06	-
<b>H</b>	Total interim dividend (Rs in lakhs)	-	-	-	-	67.52
<b>I</b>	Dividend tax on proposed dividend(Rs in lakhs)	27.99	27.99	25.69	18.19	-
<b>J</b>	Dividend tax on interim dividend(Rs in lakhs)	-	-	-	-	10.95

Note: The above Statement should be read with the Restated Standalone Statement of Significant Accounting Policies in Annexure 4, Restated Standalone Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Standalone Summary Statement of Reconciliation of Restated Profit to Profit as per Audited Financial Statements in Annexure 6.



## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the financial years ended March 31, 2017, 2016, 2015, 2014, 2013 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "*Financial Information*" on page 198 of this Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI (ICDR) Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "*Risk Factors*" and "*Forward-Looking Statements*" beginning on 17 and 16 respectively, of this Prospectus.

### Overview

Our Company is an ISO-9001:2008 company manufacturing water control gates, knife gate valves, fine and coarse screening equipment, process equipment required in water and waste water treatment plants, Archimedes screw pumps, Hydropower screw generators, bulk solids handling valves and water hammer control valves.

Our Company was established in the year 1973 as a private limited company with the basic aim of catering to activities concerning Water Control Gates and T-slotted Plates. Within a period of 16 years our company became the leading producer in India for these products. Our company was subsequently converted into a limited company in 1994.

In the year 1996, our Company entered into Technical & Financial collaboration with Schuette Meyer Schuttgutabspertechnik GmbH, Iserlohn, Germany to manufacture a varied range of valves for shut off of critical bulk solids. Within a span of 5 years, our company introduced 7 different valve designs for the bulk solids industry in association with the German collaborators and established itself as one of the leading company in India in manufacture of specialized valves for handling bulk solids.

In the year 2000 our Company entered into a Technical collaboration with Hollung Group of Norway to manufacture Fine Bar screens for the Sewage and Effluent treatment plant industry. Our company was the pioneer to launch this latest technology product in Indian market and this helped us to become one of the market leaders in this product in a short period of time.

After the success achieved in Fine Bar screens, our Company entered into another Technical collaboration with Hollung Group to manufacture their Deep-Water coarse screens for Sewage and Water Pumping station application. Our Company subsequently expanded the manufacturing facilities for Screens and ultimately became the one of the largest manufacturer of Fine and Coarse screens in India.

In Year 2007, our Company entered into Technical Collaboration with Weco Armaturen, Germany to offer range of advanced knife gate valves for waste water industry in Indian market. Subsequently, our Company was granted the right to offer these valves in other markets including in North America. To consolidate our presence in the business of valves required for water transmission lines, our Company then acquired "Sureseal" in the year 2009 to manufacture range of water hammer control valves. To extend our offering of speciality valves for water line applications, our Company then entered into technical collaboration with Stealth International Inc., Canada for manufacturing Energy Dissipating Valves in the year 2013.

Our Company tied up with Rehart of Germany in year 2011 to manufacture their range of Archimedes Screw Pumps for storm water pumping application and Hydropower Screw Generator for generating renewable energy using low heads of water in sewage treatment plants, canals and run of the river projects. Our Company has orders to make some of the largest screw turbines in the world. We are currently making 5.15 MW canal based power generation plants for SSNNL. Execution of this order will make our Company eligible for similar projects in other Asian countries.

To consolidate our position as one of the leading equipment suppliers to water and waste water industry, we acquired Shivpad Engineers Pvt. Ltd., Chennai. This acquisition enabled us to offer all downstream process equipments required subsequent to intake and screening in a water and waste water projects.

As the business of waste water treatment expanded in India, new players from Europe started coming to India with the next generation screening technology. To retain our leadership position in the screening business and to offer the most advanced screening technology in India, we then entered into a technical collaboration with Mahr Maschinenbau GmbH, Austria for manufacturing of their “MM2MM” Multi Raking Bar Screens in the year 2013. The successful tie up with Mahr and their confidence in our manufacturing abilities resulted to buyout their assets and brand so that we can introduce their products to other markets from our competitive manufacturing base.

We completed acquisition of Mahr Maschinenbau GmbH, Austria in year 2014 and after the said acquisition we focussed on development of new age screening products for the world markets. This resulted Mahr Maschinenbau to develop products like 2 mm spacing Multi Rake Bar Screens, Per-Scalator, Filter Band Screens, Travelling Band Screens and products for screening washing and compacting. This acquisition enabled our Company to become a well known player in the international screening market having one of the largest product offering for water intake, sea water intake, waste water pumping and waste water treatment business.

To enter into water control gates business overseas, our Company acquired the “Rodney Hunt” brand, IP and designs from VAG USA LLC, USA in September 2016 and then acquired the Rodney Hunt’s manufacturing facility in Orange Massachusetts in July 2017. This acquisition is expected to help us to leverage the over 176 years old Rodney Hunt brand and get a major share of the world market including USA as enjoyed by the Rodney Hunt company prior to the year 2016.

Today, we have known brands like Jash, Sureseal, Shivpad, Jash-Schuette, Jash-Weco, Jash-Rehart, Mahr Maschinenbau and Rodney Hunt which are recognized and acknowledged as leaders in their product segment in many countries around the world. Our Company continuously invested in development of new products & technologies, either on its own or through collaboration with suitable technology partner to become one of the leading players worldwide. This enabled our Company to become one of the leading industry players within India in most of the products manufactured by us and also ensured acceptance of our products in over 45 countries worldwide.

During the last 7-8 years, our Company spent to develop and acquire above mentioned brands and establish technically advanced manufacturing capabilities on large scale to cater to future requirements of international markets. With all the pieces in place, our Company with its team of nearly 500 employees is committed to scale up its operation to become a leading international company in the business of gates, screens, valves and varied equipment for water and waste water industry in time to come.

## **Facilities**

### **Unit I: Castings Products Plant, Sanwer Road, Indore, Madhya Pradesh**

Unit I was established on land measuring approx. 300000 Sq.ft. Unit I has a total plant built up area of approx 175000 Sq.ft comprising of 25000 Sq. feet in Valve Plant, 45000Sq. feet in Foundry Shop and 50000Sq. feet in Machine Shop, Assembly Shop & Stores, office building and other facilities. Our Company has capability to cast single piece cast iron casting weighing up to 20 tones and machine a job having maximum size of 7 Mtr\*3 Mtr.

### **Unit II: Fabricated Products Plant, Bardari, Indore, Madhya Pradesh**

Unit II was established in year 2012 over a land area of approx 420000 Sq. feet of which constructed area is approx 160000 Sq. feet. Unit II comprises of 50000 Sq. feet stainless steel products plant and 100000 Sq. feet carbon steel product plant and other facilities.

### **Unit III: SEZ Unit I, Pithampur, Dist. Dhar, Madhya Pradesh**

Unit III was established in the year 2010 and it is established over a land measuring approx **130000** Sq. feet, havig a total built up area approx 40000Sq. feet. It comprises of 30000 Sq. feet in Factory Shed & 10000 Sq. feet in RCC Building. Unit III is situated in Special Economic Zone (SEZ) where both castings and fabrications facilities are available which are used for exports.

### **Proposed Unit IV: SEZ Unit II, Pithampur, Dist. Dhar, Madhya Pradesh**

Unit IV is proposed to set-up from the Offer Proceeds. Our Company has already reserved a plot of land admeasuring 90,000Sq. feet, with a proposed built up area of around 36,000Sq. feet. The proposed plot for Unit IV is adjacent to Unit III. Unit IV is planned to meet the demand of Jash USA Inc. and Rodney Hunt. Unit IV is also proposed to set-up in SEZ and will have fabrication facilities which shall be used for exports.

Our Company is amongst the very few companies in India to have invested in creating a ferrous contamination free area for manufacturing of stainless steel products with separate blasting and pickling facility. To have all in-house manufacturing facilities ensures reliable quality, timely delivery and ability to meet individualized customer needs.

### **Philosophy of our Company**

Our Company philosophy is to be a market leader in each of its product segment. Our philosophy is to be achieved by:

- Offering widest range and largest sizes in each product segment.
- Continuous product development and upgradation of technology to offer long-lasting trouble free cost effective products.
- Attending to the customized needs of the customers with emphasis on offering problem solving techniques where others have failed.

Our company aims to be a continuous development partner for its client with a view to forge a very strong and sustainable bond with them.

### **Company Position**

With over four decades of experience in serving varied equipment's and application of clients, our Company today enjoys one of the leading positions in Indian market for its product range of water control gates, fine and coarse screening products and knife gate valves for waste water industry. Since the introduction of its range of bulk solids handling valves, our company has become a single shop solution provider for a wide range of critical shut off and metering requirement to the bulk solids handling industry.

Internationally, we are considered to be within top companies in the water control gates business post acquisition of Rodney Hunt.

### **Technology & Development**

Our leadership is based on technological innovations and product improvements to suit market requirements. In addition to this, constant development in our products with a view to offer more value for money to our customers is important to us.

We employ latest parametric based computer aided design technology alongwith computer aided machining technology on CNC machines to ensure quality of manufacture consistent with the best in the world. We also believe in sourcing modern and latest technology from established and proven manufacturers worldwide with a view to offer innovative solutions to our clients so as to achieve leadership position in the markets where we operate in.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR**

In the opinion of Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The shareholders approved the proposal to increase in authorized capital from Rs.11,00,00,000 to Rs. 13,00,00,000 in the extra ordinary general meeting held on August 28, 2017
2. The shareholders approved and passed resolution on August 28, 2017 to authorize the Board of Directors to raise funds by making Initial Public Offering.
3. The Board of Directors appointed Mr. Brij Mohan Maheshwari, Mrs. Sunita Kishnani, Mr. Durgalal Tuljaram Manwani and Mr. Sunil Choksi as additional non-executive independent Director of our Company in the board meeting held on August 25, 2017.
4. The Board of Directors appointed Mr. Tushar Kharpade who is Company Secretary as Compliance Officer of our Company in the board meeting held on July 25, 2017.
5. The Board of Directors appointed Mr. Dharmendra Jain as the CFO of our Company in the board meeting held on July 25, 2017 and accepted his change of designation from General Manager Finance and Accounts with effect from July 26, 2017.

### **SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled Risk Factors beginning on page no. 17 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Supply and availability of raw material/traded goods
- Competition and price cutting from existing and new entrants
- Brand image
- Rate of interest policies
- Economic and Demographic conditions
- Changes in laws and regulations that apply to Manufacturing and Engineering Industry in domestic and overseas market.

### **DISCUSSION ON RESULT OF OPERATIONS**

The following discussion on results of operations should be read in conjunction with the audited and restated financial results of our Company for the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013.

### **OVERVIEW OF REVENUE & EXPENDITURE**

#### **Revenues**

#### **Income from operations**

Our principal component of revenue from operations is from sale of manufacturing of Gates, Screening Equipments, Valves and valves components, Castings, Hydro power screw generators, process equipments and others.

## Other Income

Our other income mainly includes foreign exchange gains, interest from bank fixed deposit, interest from loans and advances, dividend income and unclaimed balances written back etc

(Rs. in Lakhs)

Particulars	Till March 31,				
	2017	2016	2015	2014	2013
<b>Income</b>					
Revenue from Operations	14,535.75	11,117.40	11,077.96	10,524.94	7,632.77
As a % of Total Revenue	98.33%	98.34%	98.90%	99.46%	99.16%
Other Income	247.04	187.87	123.49	56.86	64.67
As a % of Total Revenue	1.67%	1.66%	1.10%	0.54%	0.84%
<b>Total Revenue</b>	<b>14,782.78</b>	<b>11,305.26</b>	<b>11,201.46</b>	<b>10,581.79</b>	<b>7,697.44</b>

Year		31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Sr No	Product	% of Revenue	% of Revenue	% of Revenue	% of Revenue	% of Revenue
1	Gates	34.36%	37.95%	43.67%	44.83%	36.28%
2	Screening Equipments	32.07%	33.64%	36.03%	34.69%	35.20%
3	Valves and Valves Components	22.79%	23.68%	15.08%	17.04%	20.31%
4	Castings	2.91%	4.07%	4.54%	3.20%	8.01%
5	Hydro Screw Power Generators	0.53%	0.32%	0.00%	0.00%	0.00%
6	Process Equipments	6.75%	0.00%	0.00%	0.00%	0.00%
7	Others	0.59%	0.34%	0.68%	0.23%	0.21%
<b>Total</b>		<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

## Expenditure

Our total expenditure primarily consists of cost of raw materials and component consumed, changes in inventories of finished goods, work in progress and stock in trade, employee benefit expenses, finance cost, depreciation and other expenses.

### Costs of raw materials and component consumed

Costs of raw materials and component consumed include purchase of raw materials such as Stainless Steel, Mild Steel & Co-plastic sheet plates & structures , bought outs, Actuators, gear boxes, Cast Iron Scrap, Pig iron, Mild Steel Scrap, Fire bricks, Ferro alloys, Silica sand , Rubber related product and other raw materials.

### Employee benefit expenses

Our employee benefit expenses mainly includes salaries & wages, directors' remuneration, various allowances, contribution to provident & Employee State Insurance (ESI) and other funds, gratuity expense, staff training and incentives, staff welfare expenses, etc.

### Finance Costs

Our finance costs mainly includes interest on secured and unsecured borrowings, interest on delayed payment of taxes and Bank charges on use of non-fund based facilities sanctioned by banks.

## Depreciation

Depreciation includes depreciation on tangible assets and amortization expenses of intangible assets.

## Other Expenses

Other expenses mainly include manufacturing and direct expenses such as Consumption of stores and spare parts, Job work, labour charges, Power Fuel and Water, rent, packing material, transportation expenses repairs and maintenance, royalty, export expenses, advertisement, Bad Debts, administration expenses such as consultancy charges post & courier charges, printing, & stationery, selling & distribution expenses such as trade discounts & promotional expenses.

## Statement of Profits and Loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

(Rs. in Lakhs)					
For the Year Ended March 31,					
Particulars	2017	2016	2015	2014	2013
<b>INCOME</b>					
Revenue from operations	14,535.74	11,117.39	11,077.95	10,524.94	7,632.77
As a % of Total Revenue	98.33%	98.34%	98.90%	99.46%	99.16%
Other income	247.04	187.87	123.51	56.85	64.67
As a % of Total Revenue	1.67%	1.66%	1.10%	0.54%	0.84%
<b>Total Revenue (A)</b>	<b>14,782.78</b>	<b>11,305.28</b>	<b>11,201.46</b>	<b>10,581.79</b>	<b>7,697.44</b>
<b>Growth %</b>	30.76%	0.93%	5.86%	37.47%	
<b>EXPENDITURE</b>					
Costs of Raw Material Consumed	6,834.04	5,730.86	5,898.66	4,722.43	4,019.81
As a % of Total Revenue	46.23%	50.69%	52.66%	44.63%	52.22%
Purchase of Traded Goods	-	-	18.36	-	70.86
As a % of Total Revenue	0.00%	0.00%	0.16%	0.00%	0.92%
Changes in inventories of finished goods, W.I.P. and stock in trade	528.77	-593.32	-522.79	555.28	-523.08
As a % of Total Revenue	3.58%	-5.25%	-4.67%	5.25%	-6.80%
Employee benefit expenses	1,801.48	1,553.13	1,461.57	1,177.90	1,048.09
As a % of Total Revenue	12.19%	13.74%	13.05%	11.13%	13.62%
Finance costs	537.07	532.47	586.62	534.11	514.13
As a % of Total Revenue	3.63%	4.71%	5.24%	5.05%	6.68%
Depreciation and amortization expense	387.64	408.03	381.49	330.58	348.09
As a % of Total Revenue	2.62%	3.61%	3.41%	3.12%	4.52%
Other expenses	3,247.01	2,390.52	2,274.90	2,266.68	1,850.98
As a % of Total Revenue	21.97%	21.14%	20.31%	21.42%	24.05%
<b>Total Expenses (B)</b>	<b>13,336.01</b>	<b>10,021.59</b>	<b>10,098.81</b>	<b>9,586.98</b>	<b>-7328.88</b>
As a % of Total Revenue	90.21%	88.65%	89.99%	90.60%	94.29%

Particulars	For the Year Ended March 31,				
	2017	2016	2015	2014	2013
Profit before exceptional, extraordinary items	1,446.77	1,283.57	1,102.65	994.81	-368.56
As a % of Total Revenue	9.79%	11.35%	10.01%	9.40%	5.71%
Exceptional items	-	-	-	-	-
Profit before extraordinary items and tax	<b>1,446.77</b>	<b>1,283.57</b>	<b>1,102.65</b>	<b>994.81</b>	<b>368.58</b>
As a % of Total Revenue	9.79%	11.35%	9.84%	9.40%	4.79%
Extraordinary items	-	0	0	0	0
Profit before tax	<b>1,446.77</b>	<b>1,283.57</b>	<b>1,102.65</b>	<b>994.81</b>	<b>368.58</b>
<b>PBT Margin</b>					
Current tax	369.15	315.54	224.75	193.65	80.87
MAT Credit	-	69.16	56.72	-83.90	-41.97
Prior Period Taxes	-	-	-	-	-
Deferred Tax	26.57	24.14	37.81	78.71	81.47
<b>Total Tax Expense</b>	<b>395.72</b>	<b>408.84</b>	<b>319.28</b>	<b>-188.46</b>	<b>120.36</b>
<b>Profit/(Loss) for the period/ year</b>	<b>1,051.05</b>	<b>874.73</b>	<b>783.37</b>	<b>806.35</b>	<b>248.19</b>
<b>PAT Margin</b>	<b>7.11%</b>	<b>7.74%</b>	<b>6.99%</b>	<b>7.62%</b>	<b>3.22%</b>

## REVIEW OF FINANCIAL YEAR ENDED MARCH 31, 2017

### Income

#### Income from operations

Our income from operations was Rs. 14,535.74 lakhs which is about 98.33% of our total revenue for the year ended on March 31, 2017.

#### Other income

Our other income was Rs. 247.04 lakhs which mainly consists of foreign exchange gains, interest from Bank fixed deposit, interest from loans and advances, unclaimed balances written back etc.

## EXPENDITURE

### Direct expenditure

Our direct expenditure was Rs. 7362.81 lakhs which is 49.81% of our total revenue for the year ended on March 31, 2017. The direct material expenditure includes cost of raw material and components consumed and changes in inventories of finished goods, work-in-progress and stock-in-trade.

### Employee benefit expenses

Our employee benefit expenses were Rs.1801.48 lakhs which was 12.19% of our total revenue for the year ended on March 31,2017 and comprised of salaries & wages expense, directors' remuneration, various allowances, contribution to provident and other funds, gratuity expense, staff training and incentives, staff welfare expenses, etc.



### Finance cost

Our finance cost which consists of interest on secured loan and other borrowing costs and interest on delayed payment of taxes & Bank Charges was Rs. 537.07 lakhs which is 3.63% of our total revenue for the year ended on March 31, 2017

### Depreciation

Depreciation and amortization expenses were Rs. 387.64 lakhs which is 2.62% of our total revenue for the year ended on March 31, 2017

### Other expenses

Our other expenses were Rs. 3247.01 lakhs which is 21.97% of our total revenue for the year ended on March 31, 2017. Other expenses include manufacturing expenses, administrative expenses, selling and distribution expenses, etc.

### Profit before tax

Our Profit before tax was Rs. 1446.73 lakhs which is 9.79% of our revenue from operations for the year ended on March 31, 2017.

### Net profit

Our Net profit after tax was Rs. 1051.24 lakhs which is 7.11% of our revenue from operations for the year ended on March 31, 2017.

## COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR ENDED ON MARCH 31, 2016

### Income

#### Income from Operations

	2016-17	2015-16	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Revenue from the Operations	14,535.74	11,117.39	30.75%

The operating income of our Company for the year ending March 31, 2017 is Rs. 14535.74 lakhs as compared to Rs. 11117.39 lakhs for the year ending March 31, 2016, showing a increase of 30.75%. The increase was due to increase in the quantum and amount of contracts awarded to our company and increase in exports during the year.

#### Other income

Our other income is Rs. 247.04 lakhs for the FY 2016-17 as compared to Rs. 187.87 lakhs in FY 2015-16. The increase was due to receipt of dividend income from investments and foreign exchange gain in FY 2016-17.



### Direct expenditure

	2016-17	2015-16	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Cost of raw materials and components consumed and Purchase of Traded Goods	6,834.04	5,730.86	19.25%
Changes in inventories of finished goods, WIP and Stock in Trade	528.76	(593.32)	-189.12%
<b>Total</b>	<b>7,362.80</b>	<b>5,137.55</b>	<b>43.31%</b>

The direct expenditure has increased from Rs. 5137.54 lakhs in Financial Year 2015-16 to Rs. 7362.81 lakhs in Financial Year 2016-17, the net increase of 43.31% is in line with the increase in the operations and increase in raw material prices.

### Administrative and employee costs

	2016-17	2015-16	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Employee benefit Expenses	1,801.48	1,553.13	15.99%
Other expenses	3,247.01	2,390.52	35.84%
<b>Total</b>	<b>5,048.99</b>	<b>3,943.65</b>	<b>28.02%</b>

There is an increase in employee benefit expenses from Rs. 1553.13 lakhs to Rs. 1801.48 lakhs due to increase in salaries & wages and contribution to provident and other funds. Further, company has made new appointment looking to its inclination in operations from US market.

Our other expenses increase by 35.84% from Rs. 2,390.52 lakhs in FY 2015-16 to Rs. 3247.01 lakhs in FY 2016-17. The increase was mainly due to increase in consumption of stores and spares, Selling & Distribution exp., Export exp. and job work charges, which is a result of enhanced operations.

### Finance costs

The Finance costs for the Financial Year 2016-17 have slightly increased to Rs.537.07 lakhs from Rs.532.46 lakhs in the Financial Year 2015-16 owing to increase in long term borrowings.

### Depreciation

Depreciation expenses for the Financial Year 2016-17 have decreased to Rs. 387.64 lakhs as compared to Rs. 408.03 lakhs for the Financial Year 2015-16.

### Profit before tax

	2016-17	2015-16	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Profit Before Tax	1,446.77	1,283.57	12.71%

Profit before tax increased from Rs. 1283.57 lakhs to Rs. 1446.77 lakhs showing an increase of 12.71%. The increase was due to overall increase in revenue from operations.

### Provision for tax and net profit

(Rs. in Lakhs)

	2016-17	2015-16	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Taxation Expenses	395.72	409.84	-3.44%
Profit after Tax	1,051.05	874.73	20.26%

Taxation expense decreased from Rs 409.56 lakhs in Financial Year 2015-16 to Rs. 395.72 lakhs in Financial Year 2016-17 due to increase in export turnover.

The profit after tax increased from Rs. 874.13 lakhs in Financial Year 2015-16 to Rs. 1051.24 lakhs in Financial Year 2016-17. This is also a result of inclination in the operations for the year.

### COMPARISION OF FINANCIAL YEAR ENDED ON MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

#### Income

#### Income from Operations

	2015-16	2014-15	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Revenue from the Operations	11,117.39	11,077.95	0.36%

The operating income of our company for the year ending March 31, 2016 was Rs. 11,117.39 lakhs as compared to Rs. 11,077.95 lakhs for the year ending March 31, 2015. There was no significant growth in the turnover despite of company having a good order book position as many of our client's project's got delayed & consequently the orders could not be executed in the respective financial year.

#### Other income

Our other income is Rs.187.87 lakhs for the FY 2015-16 as compared to Rs. 123.51 lakhs in FY 2014-15. The increase was due to receipt of interest on fixed deposits, unclaimed balances written back and foreign exchange gains in FY 2015-16.

#### Direct Expenditure

	2015-16	2014-15	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Cost of raw materials and components consumed and Purchase of Traded Goods	5,730.86	5,917.02	-3.15%
Changes in inventories of finished goods, WIP and Stock in Trade	-593.32	-522.79	13.49%
<b>Total</b>	<b>5,137.55</b>	<b>5394.23</b>	<b>-4.76%</b>

The direct expenditure had marginally declined from Rs. 5394.23 lakhs in Financial Year 2014-15 to Rs. 5137.55 lakhs in financial year 2015-16. The decline is due to decrease in raw material prices.

### Administrative and Employee Costs

	2015-16	2014-15	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Employee benefit Expenses	1,553.13	1,461.57	6.26%
Other expenses	2,390.52	2,274.90	5.08%
<b>Total</b>	<b>3,943.55</b>	<b>3,736.40</b>	<b>5.54%</b>

There was an increase in employee benefit expenses from Rs. 1461.57 lakhs to Rs. 1533.13 lakhs due to annual increments in salaries & wages and staff welfare expenses.

Other expenses increased by 5.08% from Rs. 2274.90 lakhs in FY 2014-15 to Rs. 2390.523 lakhs in FY 2015-16. The increase was mainly due to increase in consumption of stores and spares and selling and distribution expenses.

### Finance costs

The finance costs for the Financial Year 2015-16 had reduced to Rs.532.47 lakhs from Rs.586.62 lakhs in the Financial Year 2014-15. The difference is owing to repayment of long term borrowings, reduction in bank charges and effective control of management on financial cost.

### Depreciation

Depreciation expenses for the Financial Year 2015-16 have increased to Rs. 408.03 lakhs as compared to Rs. 381.49 lakhs for the Financial Year 2014-15.

### Profit before tax

	2015-16	2014-15	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Profit Before Tax	1,283.57	1,102.65	16.41%

Profit before tax increased from Rs. 1102.71 lakhs to Rs.1283.69 lakhs showing an increase of 16.41%. The increase was due to reduction in raw material prices and control over finance cost by the company.

### Provision for tax and net profit

	2015-16	2014-15	Variance
Particulars	(Rs. Lacs)	(Rs. Lacs)	(%)
Taxation Expenses	408.84	319.28	28.05%
Profit after Tax	874.73	783.42	11.66%

Taxation expense increased from Rs 319.28 lakhs in Financial Year 2014-15 to Rs. 408.84 lakhs in Financial Year 2015-16 due to improved profit for the year.

The profit after tax increased from Rs. 783.37 lakhs in Financial Year 2014-15 to Rs. 874.73 lakhs in Financial Year 2015-16 marking an increase of 11.66%

## OTHER MATTERS

1. **Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled “*Risk Factor*” beginning on page no. 17 of this Prospectus to our knowledge there are no significant economic changes that materially affected or are likely to affect income of our Company from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as disclosed in the section titled “*Risk Factors*” beginning on page no. 17 of this Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. **Future relationship between Costs and Income**

Our Company’s future costs and revenues will continue same as per last years. It will change only if there is a major change in Product Mix, Adverse fluctuation in foreign currency and abnormal increase in prices of Raw materials.

5. **The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices**

Increase in revenue is by and largely linked to increases in volume of contracts awarded to our company and increase in export business and acquisition of Rodney Hunts in USA.

**Total turnover of each major industry segment in which the issuer company operates.**

Our company is involved in manufacturing of varied engineering products for General Engineering Industry and Machine tool industry, Water & waste water industry and Bulk solids handling industry. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 111 of this Prospectus.

6. **Status of any publicly announced new products/projects or business segments**

Our Company has not announced any new projects or business segments, other than disclosed in the Prospectus. For details of the products our Company deals in, please refer to the chapter titled “*Our Business*” beginning on page 124 of this Prospectus.

7. **The extent to which the business is seasonal**

Our Company’s business is not seasonal in nature.

8. **Competitive Conditions**

We face competition from existing and potential organized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in chapter titled “*Our Business*” on page 124 of this Prospectus.

## FINANCIAL INDEBTEDNESS

Jash Engineering Limited utilizes various credit facilities from banks and others for conducting its business. Set forth is a brief summary of our Company's secured and unsecured borrowings as on **July 31, 2017** together with a brief description of certain significant terms of such financing arrangements.

### SECURED BORROWING

#### 1) Jash Engineering Limited

##### a) State Bank of India

(Rs. in lakhs)						
Nature of Facility	Sanction Amount Rs.	Sanction Date	Repayment/ Tenor	Total outstanding as on 31 <sup>st</sup> July 2017	Interest Rate	Security
Term Loan	1,121.00	23 January 2017	Refer note a	886.72*	4.50% above MCLR present effective rate 13.40%	Schedule 1
Cash Credit	29,00.00	23 January 2017	Tenor: 12 Months from the date of sanction i.e. 30.12.2017 Repayable: On demand	2311.40	1 Yr MCLR + 2% (the MCLR rate applicable at present being 8.90% p.a.)	Schedule 1
EPC/PCFC/ FBD (sub-limit within CC)	900.00	23 January 2017	Tenor: 12 Months from the date of sanction i.e. 30.12.2017 Repayable: On demand	536.71	As stipulated by SBI/RBI/FEDA I from time to time	Schedule 1
Standby Letter of Credit	500.00	23 January 2017	Tenor: 12 Months from the date of sanction i.e. 30.12.2017 Repayable: On demand	-	1% above of CC Rate	Schedule 1
BG	1750.00	23 January 2017	Tenor: 12 Months from the date of sanction i.e. 30.12.2017 Repayable: On demand	1123.35	As per SBI Card Rate with approved concession	Schedule 1
LC	1000.00	23 January 2017	Tenor: 12 Months from the date of sanction i.e. 30.12.2017 Repayable: On demand	502.42	As per SBI Card Rate with approved concession	Schedule 1
CEL	0.56	23 January 2017	-	-	-	Schedule 1

\*The outstanding balance of the limit constitutes balances of FCNB (\$) 10.55 lakhs amounting to converted in Indian Rupee at the prevailing rate of 64.0773 on 31<sup>st</sup> July 2017.

**Note:**

Year	Installment Amount	No. of Installment	Amount of term loan
17-18	60.00	3	180.00
18-19	80.00	4	320.00
19-20	400.00	1	400.00

**b) HDFC Bank Limited**

(Rs in lakhs)

Nature of Facility	Sanction Amount	Sanction date	Repayment/ Tenor	Total outstanding as on 31 <sup>st</sup> July 2017	Interest in the draw down	Security
CC/WCDL/EPC/PCFC/EBD/FBD	1100.00	27 July 2017	Tenor: CC: 12 Months on revolving basis EPC/EBD/PCFC/FBD: 270 days	138.99	1 year MCLR + 260 bps	Schedule 1
Short term loan (sublimit within CC)	500.00	27 July 2017	Tenor: 03 Months Repayment: On Demand	500.00	1 year MCLR + 260 bps	Schedule 1
BG	1600.00	27 July 2017	Tenor: 18 Months Repayment: On Demand	543.20	0.60% p.a.	Schedule 1
LC (sublimit within BG)	1600.00	27 July 2017	Tenor: 18 Months Repayment: On Demand	97.56	0.60% p.a.	Schedule 1
SBLC	1200.00	09December, 2016	Tenor: 42 Months Repayment:*	1200.00	1.55% p.a	Schedule 1
SBLC	1200.00	12 July, 2017	Tenor: 42 Months Repayment for the underlying Term loan:**	1200.00	0.90% p.a	Schedule 1

\* Repayment: (USD in millions)

Year	Amount to be reduced
17-18	0.375 USD
18-19	0.500 USD
19-20	0.500 USD
20-21	0.125 USD

\*\* Repayment: (USD in millions)

Year	Amount to be reduced
17-18	0.375 USD
18-19	0.500 USD
19-20	0.500 USD
20-21	0.125 USD

c) **SIDBI.**

(Rs in lakhs)						
Nature of Facility	Sanction Amount	Sanction date	Repayment /Tenor	Total outstanding as on 31 <sup>st</sup> July 2017	Interest	Security
Term Loan and Soft Term Loan	Term Loan: 380.00 Soft Loan: 20.00	28 October 2016	35 Monthly Installment of Rs. 1,111,000 and last installment of Rs. 1,115,000 commencing from 10 March 2018.	359.93	SIDBI prime lending rate + 0.50% (current effective 11.45% pa)*	a) First charge by way of hypothecation over the assets created out of the term-loan. b) Residual charge by way of hypothecation over the movable fixed assets of the company c) Residual charge by way of mortgage over the factory land & building at Unit-I (Industrial Area, Village Sukhliya, Indore), Unit-II( Village Bardari, Tehsil Sanwer, Indore) and Unit-III (SEZ, Pithampur, Dhar)

\*for first three years from the date of disbursement concessional rates are applicable which are as under:

Soft Loan - 9.35% p.a.

Term-Loan - 9.70% p.a.

d) **Unsecured Loan**

Unsecured Loan Provided by	Amount Outstanding	Rate of interest
Pratik Patel	172.27	12% p.a.
Laxminandan AminHUF	24.33	12% p.a.
Patamin Investments Private Limited	192.66	12% p.a.
<b>Total</b>	<b>389.26</b>	

Set forth is a brief summary of the Company's subsidiary secured and unsecured borrowings as on **July 31, 2017** together with a brief description of certain significant terms of such financing arrangements.

**Shivpad Engineers Private Limited**

(Rs. in lakhs)						
Nature of Facility	Sanction Amount	Sanction date	Repayment/Tenor	Total outstanding as on 31 July 2017	Interest	Security
Cash Credit	100.00	26 September 2016	Tenor: 12 Months from the date of sanction Repayable: On demand	65.03	11.35% p.a. 3 month MCLR + 2.25% (the MCLR rate applicable at present being 9.10% p.a.)	Schedule 2
EPC	25.00	26	EPC will be	0.00	Upto 180 days: 3	Schedule

Nature of Facility	Sanction Amount	Sanction date	Repayment/Tenor	Total outstanding as on 31 July 2017	Interest	Security
(sub-limit within CC)		September 2016	allowed upto 180 days or expiry of contract/export letters of credit for shipment whichever is earlier.		months MCLR + 1.00% p.a. (Presently 10.10% p.a.)  Beyond 180 days: 3 M MCLR + 1.50% p.a. (Presently 10.60% p.a.)	e 2
Foreign Bill Discounting (sub-limit within CC)	25.00	26 September 2016	Maximum 180 days from date of shipment	0.00	On Demand: 11.60% (i.e. 3M MCLR+2.50% p.a.) Up to 180 days – 12.10% p.a. (i.e. 3M MCLR + 3.00% p.a.) Beyond 180 days: Up to 270 days: 14.10% p.a. (3M MCLR + 5.00%)	Schedule 2
Inland Bill negotiation under LC	200.00	26 September 2016	Tenor: One Year from the date of sanction Repayable: On demand	0.00	Up to 90 days: 10.60% p.a. – 3M MCLR + 1.50% Beyond 90 and up to 180 days: 11.10% p.a. – 3 M MCLR + 2.00%	Schedule 2
BG	150.00	26 September 2016	Not exceeding 36 months including claim period	156.76	Performance/Financial : 1.75% p.a. with a min. of 500/- 100% margin: 50% above rates min 500/-	Schedule 2
LC (sub-limit within CC)	75.00	26 September 2016	One year from date of sanction	0.00	As per Bank's Standard Rates	Schedule 2

#### Jash USA Inc.

(in lakhs)						
Nature of Facility	Sanction Amount(US \$)	Sanction Date	Repayment/Tenor	Total outstanding as on 31 July 2017(Rs.)*	Interest	Security
Term Loan	15.00	20 January, 2017	Tenor: 42 Months Repayment:*	961.20	Prevailing 6 m LIBOR + 2.5%	SBLC equal to 110% of the loan value valid for the entire tenor of term loan
SBLC	13.50	12 July, 2017	Tenor: 42 Months Repayment:**	865.08	Prevailing 6 m LIBOR + 2.5%	SBLC equal to 110% of the loan valid for entire tenor of term loan

\* converted in Indian Rupee at the prevailing rate of 64.0773 on 31<sup>st</sup> July 2017.

\* Repayment: (US \$ in millions)



Year	Amount to be reduced
17-18	0.375 USD
18-19	0.500 USD
19-20	0.500 USD
20-21	0.125 USD

\*\*Repayment: (US \$ in millions)

Year	Amount to be reduced
17-18	0.25 USD
18-19	0.50 USD
19-20	0.50 USD
20-21	0.25 USD

#### Schedule 1:

S. No.	Description & Location
<b>Prime Security</b>	
1	<b>For Working Capital including SLC &amp; Term Loan-I:</b> First pari passu charge over the company's entire stocks comprising raw materials, stocks in process, finished goods consumable stores and spares and receivables at 18C, 29-31, 32B, Sector 'C', Industrial Area, Sanwer Road, Indore and Plot no. M-11, Misc. Zone Phase —II SEZ, Pithampur Distt. Dhar and Survey no. 74/1, 74/2/1, 76/1, 3, 76/1 Patari Halka No. 19, Bardari Tehsil, Dist Sanwer, Indore and Survey No. 77, Patwari Halka No 36, Bardari Tehsil, Sanwer District, Indore or at such other places approved by the Bank including goods in transit / shipment in the name of Jash Engineering Limited
2	<b>For all Term loan:</b> Exclusive first pari passu charge by way of equitable mortgage over land and Building and hypothecation over company's entire present and future fixed assets comprising land, building, plant and machinery and miscellaneous fixed assets, at Plot no. 18- C, 29 to 31 and 32 B, Sector C, Industrial Area, Sanwer Road, Indore and Plot no, M-11, Misc. Zone Phase —II SEZ, Pithampur Distt. Dhar and Survey no. 74/1, 74/2/1, 76/1, 3, 76/1 Patari Halka No. 19, Bardari Tehsil, Dist Sanwer, Indore and Survey No. 77, Patwari Halka No 36, Bardari Tehsil, Sanwer District , Indore in the name of Jash Engineering Limited.
<b>Collateral Security</b>	
1.	<b>For all loans:</b> Second pari-passu charge by way of equitable mortgage of land & shed and hypothecation of P&M situated at Plot no. 18- C, 29 to 31 and 32 B, Sector C, Industrial Area, Sanwer Road, Indore and Plot no. M-11, Misc. Zone Phase —II SEZ, Pithampur Distt. Dhar.
2.	Second pari-passu charge by way of equitable mortgage of land & shed and hypothecation of P&M situated at Survey no. 74/1, 74/2/1, 76/1, 3, 76/1 Patari Halka No. 19, Bardari Tehsil, Dist Sanwer, Indore and Survey No. 77, Patwari Halka No 36, Bardari Tehsil, Sanwer District , Indore.
3.	First pari-passu charge by way of equitable mortgage of diverted land situated at Bardari village, Sanwer Tehsil, Indore district Patwari Halka no. 19, Khasra no 74/2/2 admeasuring 1.179 hectare in the name of Patamin Investments Private Limited.
4.	First pari-passu charge on pledge of 30% shares of Shivpad Engineers Pvt. Limited.
<b>Personal guarantee</b>	
1.	Shri Laxminandan Amin
2.	Shri Pratik Patel
<b>Corporate Guarantee</b>	
1.	Patamin Investments Pvt. Ltd

## Schedule 2

S. No.	Description & Location
<b>Prime Security</b>	
1	<p><b>Export Packing Credit/OCC</b> Hypothecation Charge on entire current assets of the company.(Present and Future)</p> <p><b>Foreign Bill discounting:</b> Export Bills with the title to the goods duly endorsed in favor of bank and extension of charge over all the current assets of the company.</p> <p><b>Bank Guarantee:</b>  <ul style="list-style-type: none"> <li>a) Counter Bank Guarantee by the company</li> <li>b) Cash Margin at 15%</li> <li>c) As applicable to cash Credit facility</li> </ul> </p> <p><b>Letter of Credit:</b>  <ul style="list-style-type: none"> <li>a) Documents of title to the goods procured/to be procured under LC</li> <li>b) Cash margin at 15%</li> <li>c) As applicable to Cash Credit facility</li> </ul> </p> <p><b>LCBD:</b> Inland/Foreign bills with the title to the goods duly endorsed in favor of the Bank and mentioning to the L/C number and date</p>
<b>Collateral Security</b>	
1.	<p><b>For all loans:</b> Fixed Deposit of Rs. 156.22 Lakhs with the Bank lien thereon</p>
<b>Personal guarantee</b>	
1.	Shri Laxminandan Amin
2.	Shri Pratik Patel
<b>Corporate Guarantee</b>	
1.	Jash Engineering limited (shareholder)

## SUMMARY OF GAAP DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

*Ind AS comprises of accounting standards notified under the Companies (Indian Accounting Standards) Rules, 2015 and the relevant requirements of the Companies Act, 2013.*

*Indian GAAP comprises of accounting standards notified under the Companies (Accounting Standards) Rules, 2006 as amended and the relevant requirements of the Companies Act, 2013. In certain cases, the Indian GAAP also refers to Guidance Notes issued by the Institute of Chartered Accountants of India.*

*Please note that this is not an exhaustive list of differences between Ind AS and Indian GAAP; rather, it indicates only those key differences which are considered to be more relevant to the financial position and results of operations of the Company and does not cover all differences regarding presentation, classification and disclosure requirements applicable under Ind AS and Indian GAAP.*

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
<b>1</b>	<b>Ind AS 1 – Presentation of financial statements</b>		
(a)	Other comprehensive income (OCI)	<p>There is no concept of “other comprehensive income” under Indian GAAP.</p> <p>While most items are recognized in the statement of profit or loss, certain other items are directly recognized in reserves.</p>	<p>Ind AS-1 requires that the statement of profit and loss shall include a section on other comprehensive income. This comprises all items of income and expense (including reclassification adjustments) that are not recognized in profit or loss as required or permitted by other Ind ASs.</p> <p>All items in OCI are segregated between:</p> <ul style="list-style-type: none"> <li>❖ Items that will not be reclassified into profit or loss <ul style="list-style-type: none"> <li>a) Gain or loss on revaluation of property, plant and equipment and intangible assets</li> <li>b) Remeasurement of defined benefit plans</li> <li>c) Fair value changes in respect of equity instruments designated at fair value through OCI</li> <li>d) Income tax relating to above items</li> </ul> </li> <li>❖ Items that will be reclassified into profit or loss <ul style="list-style-type: none"> <li>a) Exchange gain/ loss on translation of foreign operations</li> <li>b) Fair value changes in respect of financial assets measured at fair value through OCI</li> <li>c) Effective portion of gains and losses on hedging instruments in a cash flow hedge (if Company follows hedge accounting)</li> <li>d) Changes in the value of the time value of options or the value of the forward elements of forward contracts when separating the intrinsic value and time value of an option contract or forward element and spot element of a forward contract and designating as the hedging instrument only the changes in the intrinsic value (in case of option contract) or changes in spot element (in case of forward contract) (if the company follows hedge accounting)</li> </ul> </li> </ul>

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			e) Income tax relating to above items
(b)	Statement of Changes in Equity	Indian GAAP does not require a statement of changes in equity. However, information relating to the appropriation of profits/losses and movement in capital and reserves is presented in the disclosures for line items – 'share capital' and 'reserves and surplus' in the balance sheet.	Ind AS-1 requires presentation of all transactions with equity holders in their capacity as equity holders in the statement of changes in equity (the "SOCIE"). The SOCIE is a primary statement forming part of the financial statements.
(c)	Other disclosures	There are no specific disclosure requirements under Indian GAAP for: <ul style="list-style-type: none"> <li>(i) Critical judgments made by the management in applying accounting policies;</li> <li>(ii) Key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year; and</li> <li>(iii) Information that enables users of its financial statements to evaluate the entity's objectives, policies and processes for managing capital.</li> </ul>	Ind AS-1 requires disclosure of: <ul style="list-style-type: none"> <li>(i) Critical judgments made by the management in applying accounting policies;</li> <li>(ii) Key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year; and</li> <li>(iii) Information that enables users of its financial statements to evaluate the entity's objectives, policies and processes for managing capital.</li> </ul>
(d)	Changes in accounting policies	Indian GAAP requires the impact of material changes in accounting policies to be shown in the financial statements. There is no requirement to present an additional balance sheet which retrospectively applies these policies. The impact of change in accounting policies is included within the profit or loss of the reporting period.	Ind AS-1 requires a third balance sheet as at the beginning of the earliest comparative period, where an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements, to be included in a complete set of financial statements.
(e)	Extra-ordinary items	Extraordinary items are income or expenses that arise from events or transactions that are clearly distinct from the ordinary	Ind AS-1 prohibits the presentation of any item as an extraordinary item, either on the face of the income statement or in the notes to accounts.

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
		activities of the enterprise and, therefore, are not expected to recur frequently or regularly.  Indian GAAP specifically requires the disclosure of certain items as extraordinary items in Net Profit or Loss for the Period.	
<b>2</b>	<b>Ind AS 2 – Inventories</b>		
(a)	Cost of purchase – on account of deferred credit terms	Under Indian GAAP, cost of purchase of inventory comprises purchase price and incidental costs (including non-recoverable taxes) directly attributable to acquisition.	Under Ind AS, while cost of purchase is defined similar to Indian GAAP, however, where purchase is made on deferred settlement terms, such arrangement effectively contains a financing element and difference between the purchase price for normal credit terms and the amount paid is recognized as interest expense over the period of the financing.
<b>3</b>	<b>Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors</b>		
(a)	Correction of errors	Prior period errors are included in determination of profit or loss for the period in which the error is discovered and are separately disclosed in the statement of profit and loss in a manner that the impact on current profit or loss can be perceived.	Prior period errors are corrected by adjusting opening equity and restating comparatives, unless impracticable.
<b>4</b>	<b>Ind AS 12 – Income taxes</b>		
(a)	Measurement of temporary differences	Deferred tax is recognized only for timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.  No deferred tax is recognized for permanent differences that originate in one period and do not reverse subsequently.	Deferred tax is recognized on all temporary differences, except, when such temporary difference arises on initial recognition of an asset or liability and it is –  (i) not a business combination; or (ii) at the time of transaction, affects neither tax profit nor accounting profit.
(b)	Investment in subsidiaries	For difference in carrying value of investment in subsidiaries for accounting and tax purpose, where such differences do not arise from profit or loss, no deferred tax is recognized since those	Temporary differences arise when the carrying amount of investments in subsidiaries becomes different from the tax base of the investment or interest, in a number of different circumstances, for example – existence of undistributed profits of subsidiaries, change in foreign exchange rates when a parent and its subsidiaries are based in different countries, a reduction in carrying amount of investment to its recoverable amount, etc.

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			An entity shall recognize deferred tax for all such temporary differences, except where both of following conditions are met – (i) Parent is able to control the timing of reversal of such temporary differences; and (ii) It is probable that such temporary differences will not reverse in the foreseeable future.
(c)	Deferred taxes on unrealized intra-group profits	No deferred tax is recognized for reversal of intra-group profits in consolidated financial statements.	Reversal of intra-group profits for intragroup transactions are temporary differences that give rise to deferred tax and require adjustment in consolidated financial statements.
(d)	Recognition of taxes on items recognized in other comprehensive income or directly in equity	No specific guidance under Indian GAAP.	For items that are recognized outside profit or loss, like in other comprehensive income or directly in equity, tax is also recorded in other comprehensive income or in equity, as appropriate.
(e)	MAT credit entitlement: presentation	This is required to be presented under loans and advances.	Under Ind AS, deferred tax asset is defined to include the carry forward of unused tax credits. Accordingly, MAT credit entitlement which is unused tax credit is classified as deferred tax assets (net) in the Balance Sheet and a separate note is provided specifying the nature and amount of MAT credit included as part of deferred tax. Further, MAT credit entitlement should be grouped with deferred tax in the Statement of Profit and Loss and a separate note should be provided specifying the amount of MAT credit.
(f)	Disclosures	Certain additional disclosures like tax reconciliation, unrecognized deferred tax liabilities on undistributed earnings of subsidiaries etc. are not required.	Additional disclosures required under Ind AS include: <ul style="list-style-type: none"> <li>a reconciliation between income tax expense (income) reported and the product of accounting profit multiplied by the applicable tax rate. Either a numerical reconciliation or tax rate reconciliation is required to be presented.</li> <li>unrecognized deferred tax liability on undistributed earnings of subsidiaries etc.</li> </ul>
<b>5</b>	<b>Ind AS 40 – Investment property</b>		
(a)	Investment property	Indian GAAP does not have any guidance on classification investment property.	Ind AS provides specific guidance for investment properties, ie, land or building – or part of a building – or both held by the owner or by the lessee under a finance lease) to earn rentals or capital appreciation or both, rather than for: <ol style="list-style-type: none"> <li>use in the production or supply of goods or services or for administrative purposes; or</li> <li>sale in the ordinary course of business.</li> </ol>

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			These are required to be presented separately from property, plant & equipment held for purpose of production of goods.
<b>6</b>	<b>Ind AS 17 – Leases</b>		
(a)	Operating leases	Lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term, unless another systematic basis is more representative of the time pattern of the user's benefit.	Lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term unless either of the below: a) another systematic basis is more representative of the time pattern of the user's benefit, or b) payments to the lessor are structured to increase in line with expected general inflation for cost increases.
(b)	Leases of land	Lease agreement to use land is not accounted as lease.	Lease arrangement to use lands are accounted as lease transaction and are classified as finance or operating leases, depending on the terms.
(c)	Whether an arrangement contains a lease	Indian GAAP does not provide any guidance for such arrangements. Payments under arrangements which are not in the form of leases are generally recognised in accordance with the nature of expense incurred.	Ind AS requires an entity to determine whether an arrangement, comprising a transaction or a series of related transactions, that does not take the legal form of a lease but conveys a right to use an asset in return for a payment or series of payments, is a lease. Such determination shall be based on the substance of the arrangement.
<b>7</b>	<b>Ind AS 18 – Revenue</b>		
(a)	Deferred payment terms	Revenue is measured at the amount received or receivable against sale of such goods. No adjustment is required to be made for sales made on deferred settlement terms that include a financing element.	Revenue is measured at fair value of consideration received or receivable, excluding sales taxes, rebates and trade discounts.  Where sales are made on deferred settlement terms, fair value is determined by discounting all future receipts using an imputed rate of interest. The difference between fair value and consideration received or receivable is recognized as interest income using the effective interest method.
(b)	Rebates and incentives	Any volume rebates are recognized as an expense and adjusted in revenue, whereas cash discounts and other incentives are recognized as an expense, as and when incurred.	Any rebates and incentives are estimated and adjusted in sales price upon recognition of revenue at the time of sale.
(c)	Multiple element revenue contracts – sale of products and installation services	Revenue is measured at the amount received or receivable against sale of goods. Revenue against sale of services are recognized when the services are rendered.	Where contracts with customers have more than one performance obligation i.e. delivery of goods and installation services, transaction price is allocated to each such element.  If goods shipped are subject to installation and inspection, revenue is recognized when the buyer accepts delivery, and installation and inspections are complete.

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
<b>8</b>	<b>Ind AS 19 – Employee benefits</b>		
(a)	Actuarial gains and losses	All actuarial gains or losses are recognized in the statement of profit and loss.	Actuarial gains and losses in respect of defined benefit plans are recognized as a part of Other Comprehensive Income.
<b>9</b>	<b>Ind AS 21 – The effects of changes in foreign exchange rates</b>		
(a)	Functional and presentation currency	Foreign currency is a currency other than the reporting currency which is the currency in which financial statements are presented. There is no concept of functional currency.	Functional currency is the currency of the primary economic environment in which the entity operates. Foreign currency is a currency other than functional currency. Presentation currency is a currency in which the financial statements are presented.
(b)	Translation in the consolidated financial statements	<p>Translation of financial statements of a foreign operation to the reporting currency of the parent depends on the classification of that operation as integral or non-integral.</p> <p>In the case of an integral foreign operation, monetary assets are translated at closing rate. Non-monetary items are translated at historical rate if they are valued at cost. Non-monetary items which are carried at fair value or other similar valuation are reported using the exchange rates that existed when the values were determined. Income and expense items are translated at historical/average rate. Exchange differences are taken to the statement of profit or loss.</p> <p>For non-integral foreign operations, closing rate method should be followed (i.e. all assets and liabilities are to be translated at closing rate while profit and loss account items are translated at actual/average rates). The resulting exchange difference is taken to reserve and is recycled to profit and loss on the disposal of the non-integral foreign operation.</p>	<p>For all foreign operations whose functional currency is different from presentation currency of the Group in which financial statements are being presented, assets and liabilities should be translated from functional currency to presentation currency at the closing rate at the date of the statement of financial position and income or expenses at actual/average rates for the period.</p> <p>Exchange differences thus arising are recognized in other comprehensive income and accumulated in a separate component of equity called ‘foreign currency translation reserve’. They are reclassified from equity to profit or loss (as a reclassification adjustment) when the gain or loss on disposal is recognized.</p>



Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
<b>10</b>	<b>Ind AS 24 – Related party disclosures</b>		
(a)	Definition of related party	Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions.	<p>A related party is a person or entity that is related to the entity that is preparing financial statements (reporting entity):</p> <ol style="list-style-type: none"> <li>A person or a close member of that person's family is related to a reporting entity if that person: <ol style="list-style-type: none"> <li>Has control or joint control of the reporting entity;</li> <li>Has significant influence over the reporting entity;</li> <li>Is a member of the key management personnel of the reporting entity or a parent of the reporting entity.</li> </ol> </li> <li>An entity is related to a reporting entity if any of the following conditions applies: <ol style="list-style-type: none"> <li>The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).</li> <li>One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).</li> <li>Both entities are joint ventures of the same third party.</li> <li>One entity is a joint venture of a third party and the other entity is an associate of the third party.</li> <li>The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.</li> <li>The entity is controlled or joint controlled by a person identified in (a).</li> <li>A person identified in (a)(i) has a significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).</li> <li>The entity or any member of the</li> </ol> </li> </ol>

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.
<b>11</b>	<b>Ind AS 36 – Impairment of assets</b>		
(a)	Frequency	Goodwill is tested for impairment only when there is an indication that they may be impaired.	Goodwill is required to be tested for impairment at least on an annual basis or earlier if there is an impairment indication.
<b>12</b>	<b>Ind AS 101 – First time adoption of Indian Accounting Standards</b>		
(a)	Exceptions and exemptions on the first time adoption of Ind AS	There is no equivalent standard under Indian GAAP.	<p><b>Exceptions to the retrospective application of other Ind AS</b></p> <p>This Ind AS prohibits retrospective application of some aspects of other Ind AS. The following are likely to be applicable to the Company:</p> <ul style="list-style-type: none"> <li>(i) Estimates: An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP, unless there is objective evidence that those estimates had an error.</li> <li>(ii) Classification and measurement of financial assets: if it is impracticable for an entity to apply retrospectively the effective interest method in Ind AS 109, the fair value of the financial asset or the financial liability at the date of transition to Ind AS shall be the new gross carrying amount of that financial asset or the new amortized cost of that financial liability at the date of transition to Ind AS.</li> </ul> <p><b>Exemptions from other Ind AS</b></p> <p>An entity may elect to use the exemptions provided. The following are likely to be applicable to the Company:</p> <ul style="list-style-type: none"> <li>(i) Business combination: Entity may elect not to apply Ind AS 103 retrospectively to past business combinations that occurred before the date of transition to Ind AS.</li> <li>(ii) Deemed cost: Entity may elect to continue with the carrying value of property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition (after making few changes as prescribed).</li> <li>(iii) Leases: Entity may apply Appendix C of</li> </ul>

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			<p>Ind AS 17 ‘Determining whether an arrangement contains a lease’ to determine whether an arrangement existing at the date of transition to Ind AS contains a lease on the basis of the facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be material.</p> <p>(iv) Cumulative translation difference: Entity may apply this exemption and the cumulative translation differences for all foreign operations are deemed to be zero at the date of transition to Ind AS.</p> <p>(v) Investment in subsidiaries: Entity may elect to continue the carrying value of investment in subsidiaries as recognized in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition to Ind AS.</p>
<b>13</b>	<b>Ind AS 109 – Financial instruments</b>		
(a)	Accounting for investments and other financial assets	<p>Investments which are readily realizable and intended to be held for not more than one year from the date of acquisition of such investments are classified as current investments. All other investments are classified as long term investments.</p> <p><i>Initial measurement:</i> On initial recognition, all investments are measured at cost. Cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If any investment is acquired, or partly acquired, by issue of equity shares or other securities, acquisition cost is the fair value of securities issued.</p> <p><i>Subsequent measurement:</i> (i) Current investments are carried at lower of cost and fair value determined on an</p>	<p><i>Initial measurement:</i> Financial assets are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss which are measured initially at fair value.</p> <p><i>Subsequent measurement:</i> For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:</p> <ul style="list-style-type: none"> <li>❖ Amortised cost</li> <li>❖ financial assets at fair value through profit or loss (FVTPL)</li> <li>❖ financial assets at fair value through other comprehensive income (FVOCI)</li> <li>❖ <i>Amortised cost</i></li> </ul> <p>A financial asset shall be measured at amortised cost using effective interest rates if both of the following conditions are met:</p> <ul style="list-style-type: none"> <li>(i) financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and</li> <li>(ii) contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.</li> </ul>

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
		<p>individual investment basis.</p> <p>(ii) Long term investments are carried at cost less provision for diminution to recognize a decline other than temporary in the value of long term investment.</p>	<p>For the Company, this category may include items such as security deposits, receivables from related parties, advances given to employees and trade receivables</p> <p>❖ <i>Financial assets at fair value through profit or loss (FVTPL)</i></p> <p>Financial assets at FVTPL include financial assets that either do not meet the criteria for amortised cost classification or are equity instruments held for trading or that meet certain conditions and are designated at FVTPL upon initial recognition.</p> <p>Assets in this category are measured at fair value with gains or losses recognized in profit or loss.</p> <p>The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.</p> <p>As at 31 March 2017, the Company does not hold any assets which can be classified in this category.</p> <p>❖ <i>Financial assets at fair value through other comprehensive income (FVOCI)</i></p> <p>FVOCI financial assets are either debt instruments that are managed under hold to collect and sell business model or are non-trading equity instruments that are designated to this category.</p> <p>FVOCI financial assets are measured at fair value.</p> <p>Gains and losses are recognized in other comprehensive income and reported in OCI reserve within equity, except for interest and dividend income, impairment losses and foreign exchange differences on monetary assets, which are recognized in profit or loss.</p>

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
(b)	Derivative instruments	For forward contracts, other than those entered into to hedge foreign currency risk on unexecuted firm commitments or highly probable forecast transactions, forward premium, if any is amortised over the period of forward contract.	<p>Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges have to be recognized in the statement of comprehensive income and reported within foreign exchange gains/(losses), net.</p> <p>For derivative hedging instrument which are designated as "Cash flow hedges", changes in the fair value are recognized under Other Comprehensive Income and held in Hedging Reserve (net of taxes) to the extent the hedges are effective. The accumulated fair value changes are recycled to statement of profit and loss upon settlement of the hedged item. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit and loss and reported within foreign exchange gains/ (losses), net.</p>
(c)	Expected credit loss model for provision for doubtful debts	<p>Provisions are made for specific receivables based on circumstances such as credit default by customers, disputes, etc.</p> <p>Different methods may be used for making provisions for bad debts, including ageing analysis and individual assessment of recoverability.</p>	<p>A loss allowance for expected credit losses is recognised for all financial assets. Expected loss on individually significant items are considered for impairment when they are past due and based on company's historical counterparty default rates and forecast of macro-economic factors.</p> <ul style="list-style-type: none"> <li>- Financial assets that are not considered to be individually significant are segmented by reference to the industry and region of the counterparty and other shared credit risk characteristics to evaluate the expected credit loss.</li> <li>- The expected credit loss estimate is then based on recent historical counterparty default rates for each identified segment.</li> </ul>
(d)	Accounting for financial liabilities	Under Indian GAAP, no accounting standard provides detailed guidance on the measurement of financial liabilities. The common practice is to recognize financial liability for consideration received on its recognition. Subsequently, interest is recognized at contractual rate, if any.	<p>Under Ind AS:</p> <ul style="list-style-type: none"> <li>• All financial liabilities are classified into two categories, namely, fair value through profit or loss (FVTPL) and other financial liabilities;</li> <li>• Initially, all financial liabilities other than those classified as FVTPL, are measured at fair value.</li> <li>• Subsequent to initial recognition, liabilities which are classified at FVTPL are measured at fair values, with gain or loss (other than gain or loss attributable to 'own credit risk') being recognized in income statement. Gain or loss attributable to 'own credit risk' for FVTPL liabilities is recognized in equity.</li> <li>• All other financial liabilities are measured at amortized cost using the</li> </ul>

Sr. No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			effective interest method.
(e)	Financial guarantees	There is no specific standard which deals with guarantees.	<p>Upon initial recognition financial guarantees are required to be recorded at fair value. After initial recognition, an issuer of such a contract shall subsequently measure it at the higher of:</p> <ol style="list-style-type: none"> <li>The amount of the loss allowance (impairment on the underlying debt);</li> <li>The amount initially recognized less, the cumulative amount of income recognized.</li> </ol>
<b>14</b>	<b>Ind AS 107 – Financial instruments Disclosures</b>		
(a)	Disclosures for financial instruments	No specific disclosures.	<p>In addition to the break-up of financial assets and financial liabilities split into major categories as referred in point 12 above, additional disclosures are required to be made for the following –</p> <ol style="list-style-type: none"> <li>Allowance for credit losses for each category of financial assets</li> <li>Fair value disclosures for each category of financial assets and financial liabilities</li> <li>Quantitative and qualitative disclosures relating to risks arising from financial instruments and how they are managed, primarily including – credit risk, liquidity risk and market risk</li> </ol>
<b>15</b>	<b>Ind AS 110 – Consolidated financial statements</b>		
(a)	Definition of control – a parent consolidates entities based on the definition of control under respective GAAP's.	<p>Control is:</p> <ol style="list-style-type: none"> <li>The ownership, directly or indirectly through subsidiary(ies), of more than one-half of the voting power of an enterprise; or</li> <li>Control of the composition of the board of directors in the case of a Company or of the composition of the corresponding governing body in case of any other enterprise so as to obtain economic benefits from its activities.</li> </ol>	<p>An investor is said to exercise control over an investee entity, when the investor has all of the following:</p> <ol style="list-style-type: none"> <li>Power over the investee;</li> <li>Exposure, or rights, to variable return from its involvement with the investee; and</li> <li>The ability to use its power over the investee to affect the amounts of the returns.</li> </ol> <p>When assessing control of an investee, an investor shall consider the purpose and design of the investee in order to identify the relevant activities, how decisions about the relevant activities are made, who has the current ability to direct those activities and who receives returns from those activities.</p>

## SECTION VI – LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below, there are no outstanding litigation, suits, criminal or civil prosecutions, proceedings or tax liabilities against our Company, our Directors, our Promoters, our Subsidiaries and Group Companies that would have a material adverse effect on our business. Further, except as stated below there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues payable to holders of any debenture, bonds and fixed deposits and arrears of preference shares issued by our Company, default in creation of full security as per terms of issue/other liabilities. No proceedings have been initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Promoters, our Directors, our Subsidiaries and Group Companies.*

*Our Board of Directors, in its meeting held on August 25, 2017 determined that outstanding legal proceedings involving the Company, Directors, Promoters, Subsidiaries and Group Companies: (a) the aggregate amount involved in such individual litigation exceeds 100 Lakhs or 1% of profit after tax of the Company, as per the last audited financial statements; (b) where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 100 Lakhs or 1% of profit after tax of the Company as per the last audited financial statements, if similar litigations put together collectively exceed 100 Lakhs / 1% of the profit after tax of the Company; (c) litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.*

*Further, dues owed by Our Company to small scale undertakings and other creditors, which exceed Rs.100 Lakhs as at July 31, 2017 ("Material Creditors"), have been considered as material dues for the purposes of disclosure in this Prospectus.*

*Unless stated to the contrary, the information provided below is as of the date of this Prospectus.*

*Further, except as stated below, in the last five years preceding the date of this Prospectus there have been (a) no instances of material frauds committed against our Company (b) no inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the case of our Company and no prosecutions have been filed (whether pending or not), fines imposed or compounding of offences for our Company (c) no litigation or legal action pending or taken by any ministry or department of the government or any statutory body against our Promoters.*

*Further, except as described below, there are no proceedings initiated or penalties imposed by any authorities against our Company, and Directors and no adverse findings in respect of our Company, our Promoters, our Subsidiaries, our Group Companies and the persons/entities connected therewith, as regards compliance with securities laws. Further, except as described below, there are no instances where our Company, or Directors have been found guilty in suits or criminal or civil prosecutions, or proceedings initiated for economic or civil offences or any disciplinary action by SEBI or any stock exchange, or tax liabilities.*

*Further, except as disclosed below there are no (i) litigation against our Directors or our Promoters involving violation of statutory regulations or alleging criminal offence; (ii) past cases in which penalties were imposed by the relevant authorities on our Company, our Directors, our Promoters, our Subsidiaries and our Group Companies; and (iii) outstanding litigation or defaults relating to matters likely to affect the operations and finances of our Company including disputed tax liabilities and prosecution under any enactment in respect of Schedule V to the Companies Act, 2013. Unless stated to the contrary, the information provided below is as on the date of this Prospectus.*



**CONTINGENT LIABILITIES AS PER RESTATED STANDALONE FINANCIAL STATEMENT AS ON MARCH 31, 2017**

Sr. No.	Particulars	Remarks
1.	Corporate guarantee given on behalf of Shivpad Engineers Limited	100.00 Lakhs
2.	Standby Letter of Credit given on behalf of Jash USA, Inc.	1,043.18 Lakhs
3.	Central Sales Tax	355.43 Lakhs
4.	Service Tax	23.12 Lakhs
	<b>Total</b>	<b>1,521.73</b>

**A. LITIGATION INVOLVING OUR COMPANY**

**(I) Litigation against our Company:**

- (a) *Litigation Involving Criminal Laws:* NIL
- (b) *Litigation Involving Actions by Statutory/Regulatory Authorities:* NIL
- (c) *Litigation Involving Tax Liabilities*

**(i) *Direct Tax Liabilities***

As per the website of the Income Tax Department, the outstanding demands in respect of the Company for various assessment years are as set out below:

Assessment Year	Section	Date of demand	Outstanding Demand (Rs.)	Status
2011-12	154	November 26, 2015	38,300	Filed for rectification dated August 31, 2017
2014-15	143(3)	December 4, 2016	83,030	Reply dated February 4, 2017 filed by the Company contesting the demand

**(ii) *Indirect Tax Liabilities:*** NIL

**(d) *Other Material Pending Litigations:***

- Jash Engineering Limited Mazdoor Sangh ("Mazdoor Sangh") has filed a statement of claim bearing no. 123/2016 against our Company under the Industrial Dispute Act, 1951 at the Industrial Tribunal, Madhya Pradesh. The Mazdoor Sangh has demanded categorization as highly skilled employees, grain loan, higher wages, maximum % of bonus etc. Our Company has replied to the said statement of claim contesting each demand made by the Mazdoor Sangh. While a majority of the members of the Mazdoor Sangh have given their consent to accept the terms of the employment proposed by the Company, the matter is still pending with the Industrial Tribunal and is at the stage of evidence.
- Mr. Ashok Vishwkarma has filed a recovery suit claiming amount of Rs. 7,05,500 against our Company towards certain payments to be made by the Company in respect of contractual works carried out by Mr. Ashok Vishwkarma at the District Court, Indore. The matter is currently pending registration with the District Court on account of non-payment of court fees by Mr. Ashok Vishwkarma.
- Size Master Gauges & Tools has filed a special civil suit bearing no. 1941/2006 at the Court of Hon'ble Civil Judge, Senior Division at Pune against our Company for the recovery of Rs. 3,77,853 as outstanding payments towards the supply of certain gauges which were not as per the



specific requirement of our Company. Our Company has filed a written statement along with a counter-claim of Rs. 1,57,503 in respect of the amount advanced towards the gauges and Rs. 50,000 towards damages for loss of business, reputation and goodwill. The matter is currently pending at Pune court at the stage of framing of issues and the next date of hearing is November 16, 2017.

(II) **Litigation by our Company:**

(a) ***Litigation Involving Criminal Laws***

NIL

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities***

NIL

(c) ***Litigation Involving Tax Liabilities***

(i) ***Direct Tax Liabilities*** - NIL

(ii) ***Indirect Tax Liabilities*** - NIL

(d) ***Other Material Pending Litigations***

NIL

**B. LITIGATION INVOLVING OUR DIRECTORS**

(I) **Litigation against our Directors:**

(a) ***Litigation Involving Criminal Laws:***

**Mr. Laxminandan Amin**

A criminal complaint bearing no. 26251/2015 has been filed against Mr. Laxminandan Amin and Mr. Charan Behra (Contractor) regarding the death of a contact labourer, Mr. Pramod Patil during the course of duty under section 304 (A) of Indian Penal Code, 1860. The matter is pending at the District Court at the stage of evidence. However, our Company has deposited Rs. 7,28,000 under the Workmen's Compensation Act, with the Labour Court. The next date of hearing is October 31, 2017.

**Mr. Brij Mohan Maheshwari**

One of our Directors, Mr. Brij Mohan Maheshwari was appointed as Company Secretary of Alpine Industries Limited, a company based at Indore w.e.f. December 25, 1990 till his resignation in 2003. In view of bouncing of cheques (MPSIDC and Tata Finance Ltd.) and availing of Inter Corporate Deposits (from MPSIDC) he, in the capacity of Company Secretary has been the party in four cases for cheque bouncing and in the ICD matter as per details below:

1. MPSIDC had filed two cases both registered in 2001 bearing No. No. R.T. 758/2003 against cheques nos. 304192, 304193 each for Rs. 90,73,972 and another case no. against cheque no. 304194 for Rs. 90,73,972 all totaling Rs. 2,72,21,916. In case no. RT 758/2003, conviction was awarded by the Trial Court and against which the appeal is pending and the second case is at trial stage. Further, for ICD of Rs. 28.45 crores availed by the company, complaint case u/s 409,420,467,468,120B of IPC read with 13 (1) D and 13 (2) of Prevention of Corruption Act is pending before Hon'ble ADJ Court (Special), Bhopal.
2. Tata Motors Ltd. (earlier Tata Finance Ltd.) has filed two Criminal Appeals Nos. 583 of 2016

and 585 of 2016 against the order dated 25.02.2014 of acquittal passed by Metropolitan Magistrate, 14 th Court,

Girgaum, Mumbai in two cases of cheques bouncing (one case for cheques nos. 304174 and 304175 for Rs. 10,00,000 and 5,29,626.42 totaling Rs. 15,29,626.42 and another case for two cheques nos 092112 and 497382 for Rs. 20,25,194 and Rs. 20,44,583 respectively) before the Hon'ble High Court of Judicature at Mumbai and the same are pending for adjudication.

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** NIL

(c) ***Litigation Involving Tax Liabilities***

(i) ***Direct Tax Liabilities***

As per the website of the Income Tax Department, the outstanding demands in respect of our Directors for various assessment years is as set out below.

Assessment Year	Section	Date of demand	Outstanding Demand (Rs.)	Status
<b>Mr. Brij Mohan Maheshwari</b>				
2003-04	143(1)	March 31, 2005	821	To be adjusted against refund
2006-07	143(1)	June 26, 207	2,337	To be adjusted against refund

(ii) ***Indirect Tax Liabilities:*** NIL

(d) ***Other Material Pending Litigations:***

(II) **Litigation by our Directors:**

(a) ***Litigation Involving Criminal Laws:*** NIL

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities***

NIL

(c) ***Litigation Involving Tax Liabilities***

(i) ***Direct Tax Liabilities:*** NIL

(ii) ***Indirect Tax Liabilities:*** NIL

(d) ***Other Material Pending Litigations***

1. Mr. Pratik Patel and Mr. Laxminandan Amin have filed a suit for defamation bearing no. 25-B/2011 at the District Court, Indore against Mr. Ashok Vishwakarma and demanding Rs. 4,00,000 as damages for false complaint launched by Mr. Ashok Vishwakarma and defamatory statements made at Public Hearing by him. The cause of action arose on account of a false and frivolous claim made by Mr. Ashok Vishwakarma regarding certain payments allegedly to be made to him by the Company in respect to certain contractual works carried out by him.

C. **LITIGATION INVOLVING OUR PROMOTERS:**

(I) **Litigation against our Promoters:**

(a) ***Litigation Involving Criminal Laws:***

*With respect to litigation involving Mr. Laxminandan Amin, please refer to the Heading "LITIGATION INVOLVING DIRECTORS – Litigation Against Our Directors – Litigation Involving Criminal Laws - Mr. Laxminandan Amin".*

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** NIL

(c) ***Litigation Involving Tax Liabilities:***

(i) ***Direct Tax Liabilities:*** NIL

(ii) ***Indirect Tax Liabilities:*** NIL

(d) ***Other Material Pending Litigations***

NIL

(II) **Litigation by our Promoters: NIL**

(a) ***Litigation Involving Criminal Laws:*** NIL

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** NIL

(c) ***Litigation Involving Tax Liabilities***

(i) ***Direct Tax Liabilities -*** NIL

(ii) ***Indirect Tax Liabilities -*** NIL

(d) ***Other Material Pending Litigations***

NIL

D. **LITIGATION INVOLVING OUR SUBSIDIARY AND GROUP COMPANIES**

(I) **Litigation against our Subsidiary and Group Companies:**

(a) ***Litigation Involving Criminal Laws:*** NIL

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** NIL

(c) ***Litigation Involving Tax Liabilities***

(i) ***Direct Tax Liabilities:*** NIL

(ii) ***Indirect Tax Liabilities:*** NIL

(d) ***Other Material Pending Litigations:*** NIL

(II) **Litigation by our Subsidiary and Group Companies:**

(a) ***Litigation Involving Criminal Laws***

NIL

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities***

NIL

(c) ***Litigation Involving Tax Liabilities***

(i) ***Direct Tax Liabilities*** - NIL

(ii) ***Indirect Tax Liabilities*** - NIL

(d) ***Other Material Pending Litigations***

NIL

**E. OUTSTANDING DUES TO CREDITORS OF OUR COMPANY**

As on March 31, 2017, our Company does not owe a sum exceeding Rs. 100 Lakhs to any undertaking except the following:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (Rs. Lakhs)</b>
1.	Auma (India) Private Limited	203.38
2.	Jindal Stainless Limited	110.60
3.	Associated Road Carriers Limited	130.52
<b>Total</b>		<b>444.50</b>

**F. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE**

Except as disclosed in the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 333 of this Prospectus, in the opinion of our Board, there have not arisen, since March 31, 2017, any circumstances that materially or adversely affect or are likely to affect our profitability or the value of our consolidated assets or our ability to pay material liabilities within the next 12 months.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Offer or continue our business activities. In view of the approvals listed below, we can undertake the Offer and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Offer or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association of the Company and the objects incidental, enable our Company to carry out its activities.*

### Approvals for the Offer

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on August 25, 2017 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the extra ordinary general meeting held on August 28, 2017, authorized the Offer.
3. In-principle approval dated September 15, 2017 from the EMERGE Platform of NSE for listing of the Equity Shares issued by our Company pursuant to the Offer.
4. The International Securities Identification Number (ISIN) is INE039001011.

### Approvals pertaining to Incorporation, name and constitution of the Company

1. Certificate of Incorporation bearing Registration Number 1226 of 1973 issued by the Registrar of Companies, Madhya Pradesh, Gwalior, in the name of "JASH ENGINEERING INDUSTRIES PRIVATE LIMITED" dated September 29, 1973.
2. Fresh Certificate of Incorporation consequent on change of name from JASH ENGINEERING INDUSTRIES PRIVATE LIMITED to "JASH ENGINEERING PRIVATE LIMITED" issued by the Registrar of Companies, Madhya Pradesh, Gwalior dated January 29, 1976.
3. Certificate of change of name from "JASH ENGINEERING PRIVATE LIMITED" to "JASH ENGINEERING LIMITED" issued by the Registrar of Companies, Madhya Pradesh, Gwalior dated September 21, 1994.
4. The Corporate Identity Number (CIN) of the Company is U28910MP1973PLC001226.

### I. GENERAL APPROVALS

1. Certificate of Importer-Exporter Code bearing IEC No. 1188001914 issued on April 01, 1988 dated April 12, 1988 issued by the Office of Joint Director General of Foreign Trade, Ministry of Commerce and Industry.
2. Certificate of Registration for ISO 9001: 2008 in respect of the scope "Design, Manufacture and Despatch of Water Control Gates (Sluice Gates, Penstocks, Slide Gates, Flap Gates/Valves and Bulkhead Gates) Knife Gate Valves, Slide Gate Valves and Valves for Isolation & Metering of Bulk Solids" dated September 04, 2016 issued by Bureau Veritas Certification Holding SAS - UK valid up to September 14, 2018.

3. Registration bearing No. PFC/3076/MP/Cov/30/859 dated May 23, 1978 issued by the Office of the Regional Provident Fund Commissioner, Madhya Pradesh.
4. Licence bearing no. 6892 dated February 25, 2017 issued by the Government of Madhya Pradesh under the Contract Labour (Regulation & Abolition), M.P. Rules, 1973, for 100 labour valid till December 31, 2017.
5. Licence bearing no. 7646 dated May 4, 2017 issued by the Government of Madhya Pradesh under the Contract Labour (Regulation & Abolition), M.P. Rules, 1973, for 100 labour valid till December 31, 2017.

## II. TAX RELATED APPROVALS

(i) General						
Sr. No.	Description	Issuing Authority	Registration Number	Date of Issue	Date Expiry	of
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AAACJ7699F	September 29, 1973	Valid until cancelled	
2.	Tax Deductioun and Collection Account Number (TAN)	Income Tax Department, Government of India	BPLJ00108D	-	Valid until cancelled	
3.	Certificate of Registration under Chapter V of the Finance Act 1994 read with the Service Tax Rules, 1994 in Form ST-2 for taxable services Maintenance or repair service, Erection, commissioning and installation Service, Business auxiliary service, Transport of goods by road/goods transport agency service	Office of the Assistant Commissioner Customs & Central Excise, Division - Indore	AAACJ7699FST001	August 02, 2004	Valid until cancelled	
4.	Tax Identification Number	Office of Commercial Tax Commissioner	23421100345	July 1, 2003	Valid until cancelled	

### III. UNIT WISE APPROVALS

(ii) Unit I					
Sr. No.	Description	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Central Excise Registration Certificate under Rule 9 of the Central Excise Rules, 2002	Central Board of Excise and Customs, Ministry of Finance	AAAC57699FXM001	December 05, 2011	Valid until cancelled
2.	Certificate of Registration under Chapter V of the Finance Act 1994 read with the Service Tax Rules, 1994 in Form ST-2 for taxable services Erection, Commissioning and installation maintenance or repair service, Transport of goods by Road Business Auxiliary Services	Assistant Commissioner Customs and Central Excise	AAACJ7699FST001	August 02, 2004	Valid until cancelled
3.	Form GST REG-25 Certificate of Provisional Registration	Government of Madhya Pradesh	23AAACJ7699F1ZC	June 26, 2017	Valid until cancelled
4.	License to work a factory under Rule 5 of the M.P. Factories Rules, 1962	Chief Inspector of Factories, Madhya Pradesh	05/5125/IND/2m(i)/H	January 27, 2017	December 31, 2019
5.	Renewal of consent under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Madhya Pradesh Pollution Control Board	AW-47073	June 11, 2017	October 31, 2020
6.	Authorisation under Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008	Madhya Pradesh Pollution Control Board	1002/HOPCB/HSM D/IND-71/2013	November 28, 2013	May 24, 2018
7.	Acknowledgement to Memorandum for Manufacturing under the Micro, Small and Medium Enterprises Development Act, 2006	District Trade & Industries Centre, Indore	230261300326	March 30, 2007	-

<b>(ii) Unit I</b>					
<b>Sr. No.</b>	<b>Description</b>	<b>Issuing Authority</b>	<b>Registration Number</b>	<b>Date of Issue</b>	<b>Date of Expiry</b>
8.	Extension of ESI Scheme - Allotment of Code No. under the Employee State Insurance Corporation Act, 1948	Employee State Insurance Corporation	18-8257-65	July 16, 1980	Valid until cancelled

<b>(iii) Unit II</b>					
<b>Sr. No.</b>	<b>Description</b>	<b>Issuing Authority</b>	<b>Registration Number</b>	<b>Date of Issue</b>	<b>Date of Expiry</b>
1.	Central Excise Registration Certificate under Rule 9 of the Central Excise Rules, 2002	Central Board of Excise and Customs, Ministry of Finance	AACJF699FEM003	November 22, 2011	Valid until cancelled
2.	Certificate of Registration under Chapter V of the Finance Act 1994 read with the Service Tax Rules, 1994 in Form ST-2 for taxable services other than in the negative list	Central Board of Excise and Customs, Ministry of Finance	AAACJ7699FSD003	September 07, 2012	Valid until cancelled
3.	Central Sales Tax (Registration and Turnover) Rules, 1957	Commercial Tax Department, Government of Madhya Pradesh	23319036387	June 14, 2013	Valid until cancelled
4.	Registration under Rule 12 (1) of Madhya Pradesh Vat Act, 2002	Commercial Tax Department, Government of Madhya Pradesh	23319036387	November 24, 2011	Valid until cancelled
5.	Form GST REG-25 Certificate of Provisional Registration	Government of Madhya Pradesh	23AAACJ7699F1ZC	June 26, 2017	Valid until cancelled
6.	License to work a factory under Rule 5 of the M.P. Factories Rules, 1962	Chief Inspector of Factories, Madhya Pradesh	86/14504/ind/2m(i)	January 27, 2017	December 31, 2019
7.	Renewal of consent under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Madhya Pradesh Pollution Control Board	AW-45543	March 29, 2016	June 30, 2019
8.	Renewal of Authorisation under Hazardous Wastes (Management,	Madhya Pradesh Pollution Control Board	H-47260	August 13, 2017	July 9, 2022



(iii) Unit II					
Sr. No.	Description	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
	Handling and Trans boundary Movement) Rules, 2016 for Occupiers, Recyclers, Reprocessors, Reusers Users and Operators for disposal facilities				
9.	Acknowledgement to Entrepreneur Number the Micro, Small and Medium Enterprises Development Act, 2006	District Trade & Industries Centre, Indore	230261203189 PART II	December 20, 2012	-
10.	Allotment of Sub Code No. under the Employee State Insurance Corporation Act, 1948	Employee State Insurance Corporation	18180082570030606	September 9, 2012	Valid until cancelled
(iv) Unit III (SEZ)					
Sr. No.	Description	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Certificate of Registration under Chapter V of the Finance Act 1994 read with the Service Tax Rules, 1994 in Form ST-2 for taxable services Maintenance or repair service, Erection, commissioning and installation Service, Business auxiliary service, Transport of goods by road/goods transport agency service.	Central Board of Excise and Customs, Ministry of Finance	AAACJ7699FSD004	October 26, 2012	Valid until cancelled
2.	Central Sales Tax (Registration and Turnover) Rules, 1957	Commercial Tax Department, Government of Madhya Pradesh	23021104833	June 16, 2009	Valid until cancelled
3.	Supply affected from DTA to SEZ units granted Exemption of VAT under dated	Commercial Tax Department, Government of Madhya Pradesh.	Circular no. 36/09/24-b/1-76	March 29, 2010	Valid until cancelled
4.	Form GST REG-25 Certificate of Provisional	Government of Madhya Pradesh	23AAACJ7699F3ZA	June 26, 2017	Valid until cancelled

(iv) Unit III (SEZ)						
Sr. No.	Description	Issuing Authority	Registration Number	Date of Issue	Date Expiry	of
	Registration					
5.	License to work a factory under Rule 5 of the M.P. Factories Rules, 1962	Assistant Development Commissioner (Labour) Chief Inspector of Factories, Madhya Pradesh	29/D-118/ISEZ/2010	December 19, 2016	December 31, 2019	
6.	Renewal of consent under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Madhya Pradesh Pollution Control Board	AW-44462	April 19, 2017	September 30, 2020	
7.	Authorisation under Hazardous Wastes (Management, Handling and Trans boundary Movement) Amended Rules, 2008	Madhya Pradesh Pollution Control Board	H-45360	February 18, 2016	October 07, 2020	
8.	Renewal of Letter of Acceptance for setting up a unit in Indore Special Economic Zone under Rule 19(6) of SEZ Rules, 2006 – Reg.	Office of Development Commissioner, Indore Special Economic Zone, Department of Commerce, Government of India	C-9/ISEZ/Proj/2007-08/987	October 7, 2015	October 7, 2020	
9.	Allotment of Sub Code No. under the Employee State Insurance Corporation Act, 1948	Employee State Insurance Corporation	18000082570000606	November 8, 2011	Valid until cancelled	
(v) Unit IV (SEZ)						
Sr. No.	Description	Issuing Authority	Registration Number	Date of Issue	Date Expiry	of
10.	Renewal of Letter of Acceptance for setting up a unit in Indore Special Economic Zone under Rule 19(6) of SEZ Rules, 2006 – Reg.	Office of Development Commissioner, Indore Special Economic Zone, Department of Commerce, Government of India	C-118/ISEZ/Proj/2016-17/83	August 24, 2017	August 23, 2022	

#### IV. PENDING APPROVALS

Our Company has applied for the registration of the following trademarks under the Trademarks Act, 1999 and the same are pending at various stages:

Sr. No.	Brand Name	Class	Application Date	Application No.
1.	JASH (Logo)	7	May 23, 2014	2742585
2.	JASH	11	May 23, 2014	2742586
3.	SCREENMAT	11	May 23, 2014	2742581
4.	JASH SCREENMAT	11	May 23, 2014	2742585
5.	JASH MAIRMMZMM	11	May 23, 2014	2742583
6.	MM2MM	11	May 23, 2014	2742584

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

The Offer has been authorized pursuant to the resolution passed by the Board of Directors dated August 25, 2017, 2017 and by the shareholders pursuant to the special resolution passed in an Extra Ordinary General Meeting dated August 28, 2017.

The Selling Shareholder have authorized the Offer as follows:

Sr. No.	Name of the Selling Shareholder	Date of Authorisation Letter	No. of Equity Shares offered for sale
1.	Pragati India Fund Limited	August 22, 2017	25,73,102
	<b>Total</b>		<b>25,73,102</b>

The Selling Shareholder have specifically confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in terms of Regulation 26(6) of the SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights.

The Selling Shareholder have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer. The Equity Shares being offered by the Selling Shareholder have been held for a period of at least one year prior to the date of filing of the Prospectus and, hence, eligible for being offered for sale in the Offer in terms of the SEBI (ICDR) Regulations.

Our Company has obtained in-principle approval from the EMERGE Platform of NSE for using its name in the Prospectus /Prospectus pursuant to an approval letter dated September 15, 2017 NSE is the Designated Stock Exchange.

### Prohibition by SEBI or other governmental authorities

Our Company, our Promoters, the Selling Shareholder, members of the Promoter Group, our Directors, Group Entities or the person(s) in control of our Company have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

The listing of any securities of our Company and our Subsidiaries has never been refused at any time by any of the Stock Exchanges in India or abroad.

### Prohibition by RBI

Neither our Company, Selling shareholder, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter titled “*Outstanding Litigations and Material Development*” on page 363 of this Prospectus .

### Eligibility of the Offer

Our Company is not ineligible in terms of Regulations 4(2) of SEBI (ICDR) Regulations for this Offer.

Our Company is an "Unlisted Company" in terms of the SEBI (ICDR) Regulations; and this Offer is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Offer in accordance with Regulation 106(M) (2) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital will be more than Rs 10 crore but less than Rs 25 crore, and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "SME Platform of NSE").

### We confirm that:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Offer is 100% underwritten and that the Book Running Lead Manager to the Offer shall underwrite minimum 15% of the Total Offer Size. For further details pertaining to said underwriting please refer to chapter titled *"General Information – Underwriting"* beginning on page 57 of this Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the SEBI (ICDR) Regulations, the Companies Act 2013 and other applicable laws.
3. In accordance with Regulation 106(O) of the SEBI (ICDR) Regulations, we have not filed any offer document with SEBI nor has SEBI issued any observations on our offer document. Also, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with the Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Book Running Lead Manager and the Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of NSE. For further details on the arrangement of market making, see chapter titled *"General Information – Details of the Market Making Arrangements for this Offer"* beginning on page 57 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an offer under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange/s.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 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 us in this Offer.

Our Company has Net Tangible Assets of at least Rs 1 Crore as per the latest audited financial results (as restated). As on March 31, 2017 the Company has Net Tangible Assets\* of Rs 58.06 Crores which satisfies the criteria of having Net Tangible Assets of at least Rs 1.00 Crore.

*\*Net tangible assets are defined as the sum of all net assets of the Company, excluding intangible assets and Net Deferred Tax as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.*

The Net Worth\*\* (excluding revaluation reserves) of the Company is at least Rs 1 Crore as per the latest audited financial results.

*\*\*Net worth includes Equity Share Capital and Reserves (excluding revaluation reserves, Miscellaneous Expenditure not written off, if any & Debit Balance of Profit and Loss Account not written off, if any).*

Track record of distributable profits in terms of Section 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least Rs 3 Crores.

Our Company's distributable profits in terms of Section 123 of Companies Act, 2013 (as restated) in last three financial years are detailed below:

Particulars	FY 2016-17	FY 2015-16	FY 2014-15
Jash Engineering Limited	1051.05	874.73	783.37

Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated September 04, 2017 and National Securities Depository Limited dated November 02, 2012 for establishing connectivity.

Our Company has a website i.e. [www.jashindia.com](http://www.jashindia.com).

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the EMERGE Platform of the NSE.

#### **Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations**

Our Company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Offer. Further, our Company has not been formed by the conversion of a partnership firm into a company.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, SYSTEMATIX CORPORATE SERVICES 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 OFFER.**

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 LEAD MERCHANT BANKER, SYSTEMATIX CORPORATE SERVICES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 31, 2017 WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED BOOK RUNNING LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING OFFER 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 PROSPECTUS PERTAINING TO THE SAID OFFER;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - A. THE PROSPECTUS FILED WITH THE EXCHANGE IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE

TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE

WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013/ COMPANIES ACT, 1956, THE

SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE 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 SUBREGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE.**
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT RED 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 ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.**
- 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.**

- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**
- 16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.**
- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS-TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE DRAFT PROSPECTUS.**

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER HAVE BEEN GIVEN.**
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 - NOTED FOR COMPLIANCE.**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER – NOTED FOR COMPLIANCE.**
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISOR 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. - NOT APPLICABLE.**

- (6) **WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

*Note:*

*The filing of this Prospectus does not, however, absolve our Company from any liabilities under Section 34, Section 35, Section 36 and Section 38 (1) 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 Offer. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Manager any irregularities or lapses in the Prospectus.*

*All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Maharashtra, Mumbai in terms of sections 26, 32 and 33 of the Companies Act, 2013.*

**Disclaimer from our Company, Selling Shareholder, Director and the Book Running Lead Manager**

Our Company, Selling Shareholder and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered between the Book Running Lead Manager and our Company on August 31, 2017 and the Underwriting Agreement dated August 31, 2017 entered into between the Underwriter and our Company and the Market Making Agreement dated August 31, 2017 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Book Running 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, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, 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.

**Caution**

Applicants who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our 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 the Equity Shares in the Offer.

**Price Information and the Track Record of the Past Issues handled by the Book Running Lead Manager**

Book Running Lead Manager has not done any public issue during last 10 years. Hence details regarding the price information and the track record of the past issues handled by Book Running Lead Manager as specified in

circular reference CIR/CIF/DIL/7/2015 dated October 30, 2015 issued by SEBI, is not applicable.

#### **Disclaimer in respect of Jurisdiction**

This Offer 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 authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, Alternative Investment Fund, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of 2,500 lakhs, pension fund with minimum corpus of 2,500 lakhs, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Maharashtra, 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 Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter NSE/LIST/19591 dated September 15, 2017 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

### **Filing**

This Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

This Prospectus shall not be filed with the SEBI nor will SEBI issue any observation on the Prospectus in term of Regulation 106(M) (3) of the SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the Securities and Exchange Board of India, Corporation Finance Department, SEBI Bhavan, Plot No. C4-A, G Block, 3rd Floor, Bandra Kurla Complex, Bandra (E), Mumbai 400 051, India for their record purpose only.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Gwalior, Madhya Pradesh.

### **Listing**

The Equity Shares of our Company are proposed to be listed on EMERGE Platform of NSE. Our Company has obtained in-principle approval from NSE by way of its letter dated September 15, 2017 for listing of equity shares on EMERGE Platform of NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of NSE mentioned above are taken within Six (6) Working Days of the Offer Closing Date.

### **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.”*

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten 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.

### **Consents**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, our Peer Review Auditor, our Internal Auditor, our Banker(s) to the

Company; (b) Book Running Lead Manager, Registrar to the Offer, Banker(s) to the Offer, Legal Advisor to the Offer, Underwriter(s) to the Offer and Market Maker to the Offer to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 106 M., Chartered Accountants, Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this Prospectus /Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus .

### Experts Opinion

Except for the reports in the section titled "*Financial Information*" and "*Statement of Possible Tax Benefits*" beginning on page 198 and page 107 of this Prospectus from the Peer Review Auditors and Statutory Auditor respectively, our Company has not obtained any expert opinions.

### Expenses of the Offer

The estimated Offer expenses are set out below:

Activity	Expenses (Rs in Lakhs)	% of Total Estimated Offer Expenditure	% of Offer Size
Payment to Merchant Banker other intermediaries such as Legal Advisors, Registrars, Bankers PR Agency, Regulatory Fee & expenses and other out of pocket expenses	50.00	12.50%	1.04%
Underwriting, marketing expenses and selling commission, brokerages to Syndicate members	330.00	82.50%	6.87%
Market maker's fees	20.00	5.00%	0.42%
<b>Total</b>	<b>400.00</b>	<b>100.00%</b>	<b>8.33%</b>

### Fees, Brokerage and Selling Commission payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the (i) Offer Agreement dated August 31, 2017 with the Book Running Lead Manager Systematix Corporate Services Limited, (ii) the Underwriting Agreement dated August 31, 2017 with Underwriter Mark Corporate Advisors Private Limited and (iii) the Market Making Agreement dated August 31, 2017 with Market Maker Systematix Shares & Stocks (India) Limited, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Offer Closing Date.

### Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer will be as per the agreement between our Company and the Registrar to the Offer dated August 31, 2017 a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Offer 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 Offer to enable it to make refunds in any of the modes described in this Prospectus or send allotment advice by registered post/speed post.

### Fees Payable to Others

The total fees payable to the Legal Advisor, and Advertisers, etc. will be as per the terms of their respective engagement letters, if any.

**Particulars regarding Public or Rights Issues during the last five (5) years**

Our Company has not made any previous public or a right issue since incorporation and is an "unlisted issuer" in terms of the SEBI (ICDR) Regulations.

**Previous issues of Equity Shares otherwise than for cash**

For details, see chapter titled "*Capital Structure*" beginning on page 68 of this Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Offer**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

**Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years**

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Offer is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us. None of the Group Companies has made public issue of equity shares during the period of ten years immediately preceding the date of filing draft offer document with the NSE.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

**Outstanding Convertible Instruments**

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

**Option to Subscribe**

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

**Stock Market Data of the Equity Shares**

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**Mechanism for Redressal of Investor Grievances**

The Agreement amongst the Registrar to the Offer, our Company provides for retention of records with the Registrar to the Offer for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to



the clearing system, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicants, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection centre of the SCSBs where the Application Form was submitted by the ASBA Applicants.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

#### **Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Tushar Kharpade, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

**Mr. Tushar Kharpade**  
**Company Secretary and Compliance Officer**  
Jash Engineering Limited  
31, Sector-C, Sanwer Road,  
Industrial Area, Indore 452015,  
Madhya Pradesh, India  
CIN: U28910MP1973PLC001226  
Website: [www.jashindia.com](http://www.jashindia.com)  
Email id: [csjash@jashindia.com](mailto:csjash@jashindia.com)  
Tel. No: +91 731-673 2700  
Facsimile: +91-731-2720499

Our Board by a resolution on August 25, 2017 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee. For details, see chapter titled "*Our Management*" beginning on page 169 of this Prospectus.

Investors can contact the Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

**Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus. Disposal of investor grievances by listed companies under the same management as our Company. We do not have any listed company under the same management.

**Change in Auditors during the last three (3) years**

There is no change in Auditors of our Company in the last three (3) years.

**Capitalization of Reserves or Profits**

Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 68 of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

**Revaluation of Assets**

Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

**Tax Implications**

Applicants who are allotted Equity Shares in the Offer 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, see chapter titled “*Statement of Possible Tax Benefits*” beginning on page 107 of this Prospectus.

**Purchase of Property**

Other than as disclosed in the chapter titled “*Our Business*” beginning on page 124 of this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Offer or the purchase or acquisition of which has not been completed on the date of the 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 Offer, or that the Offer was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

**Servicing Behavior**

Except as stated in this 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 in the chapter titled “*Our Management*” beginning on page 169 and “*Related Party Transactions*” beginning on page 196 of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.



## SECTION VII: OFFER INFORMATION

### TERMS OF THE OFFER

*The Equity Shares being Issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Prospectus, the Red- Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid- cum Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the FIPB, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable.*

*Please note that in terms of SEBI Circular 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 bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms.*

*Further vide the said circular Registrar to the issue and Depository Participant have been also authorised to collect the Application forms. Investors may visit the website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the issue and DPs and when the same is made available.*

#### **Authority for the Present Offer**

The present Offer comprises of Fresh Issue of 22,61,198 Equity Shares and Offer for Sale of 17,39,602 Equity Shares of the Company in terms of this Prospectus which has been proposed and authorized by the Board of Directors pursuant to a resolution dated August 26, 2017 and by the shareholders pursuant to the special resolution passed in an Extra Ordinary General Meeting dated August 26, 2017 under Section 62(1)(c) of the Companies Act, 2013.

*The Selling Shareholder, in consultation with the BRLM, is considering a private placement of 8,33,500 Equity Shares for cash consideration aggregating Rs. 1000.20 Lakh, at its discretion, prior to filing of the Prospectus with the RoC ("Pre-IPO Placement").*

#### **Offer for Sale**

The present Offer comprises of Fresh Issue and Offer for Sale by the Selling Shareholder. The fees and the expenses relating to the Offer will be shared in the proportion mutually agreed between the Company and the Selling Shareholder in accordance with applicable law and upon successful completion of the Offer. However, in the interest of time and convenience, expenses in relation to the Offer for Sale on behalf of the Selling Shareholder may be borne by our Company, and the Selling Shareholder will reimburse our Company all such expenses. However, in the event that the Offer is withdrawn or not completed for any reason whatsoever, all Offer related expenses will be borne by our Company.

#### **Ranking of Equity Shares**

The Equity Shares being issued, offered and transferred in the Offer shall be subject to the provisions of the Companies Act, 2013, Companies Act, 1956 (to the extent applicable) and our Memorandum and Articles of Association and shall rank pari-passu in all respect with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Offer, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled "Main Provisions of Articles of Association" beginning on page 454 of this Red Herring Prospectus.

#### **Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to shareholders of our Company as per the provisions of the

Companies Act, 2013, our Memorandum and Articles of Association, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For further details in relation to dividends, please refer to the chapter titled “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on pages 197 and 454 respectively.

### **Face Value and Offer Price**

The face value of the Equity Shares is Rs. 10 each and the Offer Price at the lower end of Price Band is Rs. 115 per Equity Share and at the higher end of Price Band is Rs. 120 per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company, Selling Shareholder in consultation with BRLM and advertised in Business Standard editions of the English national daily newspaper, Business Standard, editions of the Hindi national daily newspaper each with wide circulation and Chotha Sansar, Indore edition of Hindi daily newspaper where the registered office of the Company is located, at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

The Offer Price shall be determined by our Company and the Selling Shareholder, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares

### **Compliance with SEBI (ICDR) Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation / splitting, etc., please refer to chapter titled “*Main Provisions of Articles of Association*” beginning on page 454 of this Prospectus.

### **Option to receive Equity Shares in dematerialized form**

In terms of section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, the Equity Shares shall be allotted only in dematerialised form.

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 in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange. Applicants will not have an option of Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

1. Tripartite agreement dated November 02, 2012 between our Company, NSDL and the Registrar to the Offer.
2. Tripartite agreement dated September 04, 2017 between our Company, CDSL and the Registrar to the Offer.

### **Minimum Application Value, Market Lot and Trading Lot**

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 1200 Equity Shares.

The trading of the Equity Shares will happen in the minimum contract size of 1200 Equity Shares and the same may be modified by the SME Platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Prospectus will be done in multiples of 1200 Equity Shares subject to a minimum allotment of 1200 Equity Shares to the successful applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Joint Holders**

Where two (2) 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, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the 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 the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **Withdrawal of the Offer**

Our Company and the Selling Shareholder, severally and not jointly, in consultation with the BRLMs, reserve the right not to proceed with the Fresh Issue and / or Offer for Sale, in whole or part thereof, after the Bid/Offer Opening Date but before the Allotment. In the event that the Company and the Selling Shareholder in consultation with the BRLMs decide not to proceed with the Offer at all, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. In such event, the BRLMs through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with an issue/offer for sale of the Equity Shares, our Company shall file a fresh Prospectus with SEBI.

Period of Operation of Subscription List of Public Offer:

### **Bid Programme**

<b>BID OPENED ON:</b>	<b>September 28, 2017</b>
<b>BID CLOSED ON:</b>	<b>October 3, 2017</b>

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

<b>Event</b>	<b>Indicative Date</b>
Bid / Offer Opening Date	September 28, 2017
Bid / Offer Closing Date	October 03, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	October 06, 2017
Allotment of Shares / Unblocking of Funds	October 9, 2017
Credit of Equity Shares to demat accounts of Allottees	October 10, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	October 11, 2017

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholder or the BRLM.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholder, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable

laws. The Selling Shareholder confirms that it shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date, with respect to the Equity Shares being offered by such Selling Shareholder in the Offer for Sale.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company and the Selling Shareholder in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members.

In case of any discrepancy in the data entered in the electronic book vis-a-vis the data contained in the Bid cum Application Form, for a particular Bidder, Registrar to the Offer shall ask for the rectified data.

### **Minimum Subscription**

In accordance with Regulation [106P] (1) of SEBI (ICDR) Regulations, this Offer is 100% underwritten. Also, in accordance with explanation to Regulation [106P](1) of SEBI (ICDR) Regulations, the underwriting shall not be restricted to any minimum subscription level. This Offer is 100% underwritten and the details of the same have been disclosed under chapter titled "*General Information*" beginning on page 57 of this Prospectus.

As per section 39 of the new Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Offer through this Offer Document including devolvement of Underwriter within sixty (60) days from the date of closure of the offer, our Company shall forthwith unblocked the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

Further, in accordance with Regulation [106R] of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be fifty (50). In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.

Further, in accordance with Regulation [106Q] of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rs. 1,00,000/- (Rupees One Lakh) per application.

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

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of 1200 equity 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 EMERGE platform of NSE.

#### **Application by Eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs. Such Eligible NRIs, FPIs/FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

#### **As per the extant policy of the Government of India, OCBs cannot participate in this Offer.**

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("**FDI**") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Offer Equity Shares and Promoter minimum contribution in the Offer as detailed in the chapter titled "**Capital Structure**" beginning on page 68 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the chapter titled "**Main Provisions of Articles of Association**" beginning on page 454 of this Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of 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.*

#### **Migration to Main Board**

In accordance with the NSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the EMERGE Platform of the NSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of NSE from the EMERGE Platform of NSE on a later date subject to the following:

- If the Paid up Capital of our Company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a



special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in 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 our Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our 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

- If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we 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 Equity Shares Issued through this Offer are proposed to be listed on the EMERGE Platform of NSE (SME Exchange), wherein Systematix Shares & Stocks (India) Limited is the Market Maker to this Offer shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of three (3) years from the date of listing on the EMERGE Platform of NSE. For further details of the agreement entered into between our Company, the Book Running Lead Manager and the Market Maker please refer to chapter titled "General Information - Details of the Market Making Arrangements for this Offer" beginning on page 57 of this Prospectus.

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 Maker during market making process taking into consideration the Offer size in the following manner:

Issue/ Offer size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue/offer size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue/offer size)
Above Rs.50 Crores and upto Rs.80 Cores, as applicable in our case	15%	14%

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.

## New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

## Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Indore, Madhya Pradesh, India.

As described more fully below, there are certain restrictions regarding the Equity Shares that affect potential U.S. and non-U.S. investors. These restrictions are (i) prohibitions on participation in the Offer by persons in circumstances which would cause our Company to be required to be registered as an investment company under the U.S. Investment Company Act and (ii) restrictions on the ownership of Equity Shares by such persons following the offer.

The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons as defined in Regulation S under the Securities Act (“U.S. Persons”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Our Company has not registered and does not intend to register under the U.S. Investment Company Act. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to, or for the account or benefit of, U.S. Persons, in each case that are both “qualified institutional buyers” (as defined in Rule 144A under the Securities Act and referred to in this Prospectus as “U.S. QIBs”; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”) and “qualified purchasers” (as defined under the U.S. Investment Company Act and referred to in this Prospectus as “QPs”) in transactions exempt from or not subject to the registration requirements of the Securities Act and in reliance upon section 3(c)(7) of the U.S. Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares may not be re-offered, re-sold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulation S to a person outside the United States and not known by the transferor to be a U.S. Person by pre-arrangement or otherwise.

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

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

#### **Eligible Investors**

The Equity Shares are being offered and sold

- (i) in the United States or to, or for the account or benefit of, U.S. Persons, in each case that are both U.S. QIBs and QPs, in transactions exempt from or not subject to the registration requirements of the Securities Act and in reliance on section 3(c)(7) of the U.S. Investment Company Act; and
- (ii) outside the United States to investors that are not U.S. Persons, nor persons acquiring for the account or benefit of U.S. Persons, in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case who are deemed to have made the representations set forth immediately below.

#### **Equity Shares Offered and Sold within the United States or to U.S. Persons**

Each purchaser that is a U.S. Person or acquiring the Equity Shares issued pursuant to this Offer within the United States or for the account or benefit of U.S. Persons, by a declaration included in the Bid cum Application Form and its acceptance of this Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed, on behalf of itself and each person for which it is acting, with the Company and the Book Running Lead Manager that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares issued pursuant to this Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares issued pursuant to this Offer have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States or to, or for the



account or benefit of, U.S. Persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;

3. the purchaser (i) is a U.S. QIB and a QP, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the Securities Act, (iii) was not formed for the purpose of investing in the Equity Shares and (iv) is acquiring such Equity Shares for its own account or for the account of one or more persons, each of which is a U.S. QIB and a QP, with respect to which it exercises sole investment discretion;
4. the purchaser acknowledges that the Company has not registered, and does not intend to register, as an "investment company" (as such term is defined under the U.S. Investment Company Act) and that the Company has imposed the transfer and offering restrictions with respect to persons in the United States and U.S. Persons described herein so that the Company will qualify for the exception provided under Section 3(c)(7) of the U.S. Investment Company Act and will have no obligation to register as an investment company. The purchaser, and each person for which it is acting, also understands and agrees that the Company and the Book Running Lead Manager shall have the right to request and receive such additional documents, certifications, representations and undertakings, from time to time, as they may deem necessary in order to comply with applicable legal requirements;
5. the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than US\$25 million in securities of issuers unaffiliated with such broker-dealer;
6. the purchaser understands that, subject to certain exceptions, to be a QP, entities must have U.S.\$25 million in "investments" (as defined in Rule 2a51-1 of the U.S. Investment Company Act);
7. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;
8. the purchaser is not a participant-directed employee plan, such as a 401(k) plan, or a trust holding the assets of such plan, unless the investment decisions with respect to such plan are made solely by the fiduciary, trustee or sponsor of such plan;
9. the purchaser is not managed as a device for facilitating individual investment decisions of beneficial owners, but rather is managed as a collective investment vehicle;
10. the purchaser, and each account for which it is purchasing or otherwise acquiring Equity Shares, will purchase, hold or transfer Equity Shares amounting to at least US\$250,000 or its equivalent in another currency;
11. it, and each person for which it is acting, was not formed, reformed or recapitalized for the purpose of investing in the Equity Shares and/or other securities of the Company;
12. if the purchaser, or any person for which it is acting, is an investment company excepted from the U.S. Investment Company Act pursuant to section 3(c)(1) or section 3(c)(7) thereof (or a foreign investment company under Section 7(d) thereof relying on section 3(c)(1) or 3(c)(7) with respect to its holders that are U.S. persons) and was formed on or before April 30, 1996, it has received the consent of its beneficial owners who acquired their interests on or before April 30, 1996, with respect to its treatment as a QP in the manner required by Section 2(a)(51)(C) of the U.S. Investment Company Act and the rules promulgated thereunder;
13. the purchaser, and each person for which it is acting, is not a partnership, common trust fund, or corporation, special trust, pension fund or retirement plan, or other entity, in which the partners, beneficiaries, beneficial owners, participants, shareholders or other equity owners, as the case may be, may designate the particular investments to be made, or the allocation thereof unless all such partners, beneficiaries, beneficial owners, participants, shareholders or other equity owners are both QIBs and QPs;
14. the purchaser, and each person for which it is acting, has not invested more than 40.0% of its assets in the Equity Shares (or beneficial interests therein) and/or other securities of the Company after giving

effect to the purchase of the Equity Shares (or beneficial interests therein) (unless all of the beneficial owners of such entity's securities are both QIBs and QPs);

15. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act to a person outside the United States and not known by the transferor to be a U.S. Person by pre-arrangement or otherwise. The purchaser agrees not to effect any sale, pledge or other transfer unless the purchaser first executes a U.S. Resale Letter in the form of Annexure A to this Prospectus and delivers such letter to the Company prior to the settlement of any sale, pledge or other transfer of the Equity Shares. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them;
16. is not subscribing to, or purchasing, the Equity Shares with a view to, or for the offer or sale in connection with, any distribution thereof (within the meaning of the Securities Act) that would be in violation of the securities laws of the United States or any state thereof;
17. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;
18. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act;
19. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the Securities Act in the United States with respect to the Equity Shares or any "general solicitation" or "general advertising" (as defined in Regulation D under the Securities Act) in the United States in connection with any offer or sale of the Equity Shares;
20. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND THE ISSUER HAS NOT BEEN REGISTERED UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "U.S. INVESTMENT COMPANY ACT"). THIS SECURITY MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT TO A PERSON OUTSIDE THE UNITED STATES AND NOT KNOWN BY THE TRANSFEROR TO BE A US PERSON BY PRE-ARRANGEMENT OR OTHERWISE IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, AND OTHERWISE IN A TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND THE U.S. INVESTMENT COMPANY ACT.

THIS SECURITY IS NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN. EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE COMPANY'S OFFER DOCUMENTS TO THE TRANSFEREE AND TO ANY EXECUTING BROKER.

21. the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold and agrees not to act as a swap counterparty or other type of intermediary whereby any other party will acquire an economic interest or beneficial interest in the Equity Shares acquired or reoffer, resell, pledge or otherwise transfer the Equity Shares or any beneficial interest therein, to any person except to a person that meets all of the requirements above and who agrees not to subsequently transfer the Equity Shares or any beneficial interest therein except in accordance with these transfer restrictions;
22. the purchaser understands and acknowledges that (i) the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; (ii) any acquisition of a beneficial interest in the Equity Shares by any U.S. Person or any person within the United States who is required under these restrictions to be a QP but is not a QP at the time it acquires a beneficial interest in the Equity Shares, shall be null and void ab initio and will not be honored by the Company and in no event will the Company, its directors, officers, employees or agents, including any broker or dealer, have any liability whatsoever to the purchaser by reason of any act or failure to act by any person authorized by the Company in connection with the foregoing;
23. the purchaser is knowledgeable, sophisticated and experienced in business and financial matters, fully understands the limitations on ownership and transfer and the restrictions on sales of the Equity Shares and is aware that there are substantial risks incidental to the purchase of the Equity Shares and is able to bear the economic risk of such purchase; and
24. the purchaser acknowledges that the Company, the Book Running Lead Manager, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

#### **All Other Equity Shares Offered and Sold in this Offer**

Each purchaser that is a non-U.S. Person and acquiring the Equity Shares sold pursuant to this Offer outside the United States, by a declaration included in the Bid cum Application Form and its acceptance of this Prospectus and of the Equity Shares sold pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with the Company and the Book Running Lead Manager that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares sold pursuant to this Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares issued pursuant to this Offer have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
3. the purchaser is purchasing the Equity Shares issued pursuant to this Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the Securities Act;
4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares issued pursuant to this Offer, is a non-U.S. Person and was located outside the United States at each time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated, and continues to be a non-U.S. Person and located outside the United States and has not purchased such Equity Shares for the account or benefit of any U.S. Person or any person in the United

- Sates or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any U.S. Person or any person in the United States;
5. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;
  6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act to a person not known by the transferor to be a U.S. Person by pre-arrangement or otherwise. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them, and confirms that the proposed transfer of the Equity Shares is not part of a plan or scheme to evade the registration requirements of the Securities Act or the U.S. Investment Company Act;
  7. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any “directed selling efforts” as defined in Regulation S under the Securities Act in the United States with respect to the Equity Shares;
  8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND THE ISSUER HAS NOT BEEN REGISTERED UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE “U.S. INVESTMENT COMPANY ACT”). THIS SECURITY MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT TO A PERSON OUTSIDE THE UNITED STATES AND NOT KNOWN BY THE TRANSFEROR TO BE A US PERSON BY PRE-ARRANGEMENT OR OTHERWISE IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT AND OTHERWISE IN A TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND THE U.S. INVESTMENT COMPANY ACT.

THIS SECURITY IS NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN. EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE COMPANY’S OFFER DOCUMENTS TO THE TRANSFEREE AND TO ANY EXECUTING BROKER.
  9. the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold;
  10. the purchaser understands and acknowledges that (i) the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; (ii) any acquisition of a beneficial interest in the Equity Shares by any U.S. Person or any person within the United States who is required under these restrictions to be a QP but is not a QP at the time it acquires a beneficial interest in the Equity Shares, shall be null and void ab initio and will not be honored by the Company and in no event will the Company, its directors, officers, employees or agents, including any broker or dealer, have any liability whatsoever to the purchaser by reason of any act or failure to act by any person authorized by the Company in connection with the foregoing;
  11. the purchaser acknowledges that the Company, the Book Running Lead Manager, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a

fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 106M (2) of Chapter XB of the SEBI (ICDR) Regulations, 2009 as amended from time to time, whereby, an issuer post issue face value capital does exceeds ten crores rupees but does not exceeds twenty five 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 EMERGE Platform of NSE). For further details regarding the salient features and terms of such this Offer, please refer to chapters titled "*Terms of the Offer*" and "*Offer Procedure*" beginning on pages 389 and 405 respectively of this Prospectus.

### Present Offer Structure

The present Offer of up-to 40,00,800 Equity Shares for a cash at a price of Rs. 120 (including share premium of Rs. 110) aggregating upto Rs. 4800.96 by our Company. The offer comprise of Fresh Issue of up-to 22,61,198 Equity Share aggregating up-to Rs. 2713.44 by our Company and Offer for Sale of up-to 17,39,602 Equity Share aggregating up-to Rs. 2087.52 by the Selling Shareholder. The Offer comprises a net offer to the public of up-to 38,00,400 Equity shares (the "*Net Offer*"). The Offer will constitute 33.80% of the post- Offer paid-up Equity Share capital of our Company and the Net Offer will constitute 32.11% of the post- Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLM, is considering the Pre-IPO Placement. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR..

Particulars of the Offer	Net Offer to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	38,00,400 Equity Shares	2,00,400 Equity Shares
<b>Percentage of Offer Size available for allocation</b>	95 % of the Offer Size	5 % of the Offer Size
<b>Basis of Allotment/ Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 1200 Equity Shares and further allotment in multiples of 1200 Equity Shares each.  For further details please refer to "Basis of Allotment" under chapter titled " <i>Offer Procedure</i> " beginning on page 405 of this Prospectus.	Firm Allotment
<b>Mode of Application</b>	Through ASBA Process Only	Through ASBA Process Only
<b>Mode of Allotment</b>	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
<b>Minimum Bid</b>	<b>For Other than Retail Individual Investors:</b>  Such number of Equity Shares in multiples of 1200 Equity Shares such that the Application Value exceeds Rs.2,00,000.  <b>For Retail Individuals:</b>  1200 Equity Shares at Offer price of Rs.120 each.	2,00,400 Equity Shares of Face Value Rs.10.00
<b>Maximum Bid</b>	<b>For Other than Retail Individual Investors:</b>  The maximum application size is	2,00,400 Equity Shares of Face Value Rs.10.00

Particulars of the Offer	Net Offer to Public*	Market Portion	Maker	Reservation
	the Net Offer to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.			
	<b>For Retail Individuals Investors:</b>			
	Such number of Equity Shares in multiples of 1200 Equity Shares such that the application value does not exceed Rs.2,00,000.			
<b>Bid Lot</b>	1200 Equity Shares	1200 Equity Shares		
<b>Trading Lot</b>	1200 Equity Shares	1200 Equity Shares. However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.		
<b>Terms of Payment</b>	The entire Bid Amount will be payable at the time of submission of Bid Form.			

This Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. For further details please refer to chapter titled "*Offer Structure*" beginning on page 402 of this Prospectus.

\*As per Regulation 43(2) of the SEBI (ICDR) Regulations, as present offer is a book building offer 'the allocation' is the net Offer to the public category shall be made as follows:

- not less than thirty five per cent to retail individual investors;
- not less than fifteen per cent to non-institutional investors; and
- not more than fifty per cent to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:  
Provided that in addition to five per cent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

#### Withdrawal of the Offer

Our Company, the Selling Shareholder in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Bid/Offer Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Offer is also subject to obtaining the following:

- The final listing and trading approvals of NSE for listing of Equity Shares Issued/Offered through this Offer on its EMERGE Platform of NSE, which the Company shall apply for after Allotment;
- The final RoC approval of the Prospectus after it is filed with the RoC.
- In case, our Company wishes to withdraw the Offer after Bid/Offer Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (2) in regional newspaper.

The BRLM, through the Registrar to the Offer, will instruct the SCSBsto 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- Offer advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Offer after the Bid/ Offer Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue/ Offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the



Stock Exchange with respect to the Equity Shares Issued/Offered through this Prospectus , which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centers mentioned in the Application Form. On the Offer Closing Date when applications will be accepted only between 10.00 a.m. to 4.00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Offer Closing Date, Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1.00 p.m. IST on the Offer Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public Issuing, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Offer.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



## OFFER PROCEDURE

*All Bidders should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (General Information Document), and including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under —Part B – General Information Document, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

*Our Company, the Selling Shareholder and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus*

*Please note that all the Bidders can participate in the Offer only through the ASBA process. All Bidders shall ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form.*

*Bidders are required to submit Bids to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Members. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants (DP), Registrar to an Offer and Share Transfer Agent (RTA) that have been notified by National Stock Exchange of India Limited to act as intermediaries for submitting Bid cum Application Forms are provided on <http://www.nseindia.com> For details on their designated branches for submitting Bid cum Application Forms, please see the above mentioned NSE website.*

*Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Bid cum Application forms.*

## BOOK BUILDING PROCEDURE

The Offer is being made under Regulation 106M(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via book building process wherein 50% of the Net Offer to Public is being offered to the Retail Individual Bidders and the balance shall be offered to QIBs and Non-Institutional Bidders. However, if the aggregate demand from the Retail Individual Bidders is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid bids being received from them at or above the Offer Price.

Subject to the valid Bids being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be in the dematerialised form. The Bid cum Application Forms which do not have the details of the Bidder's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

## BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMS, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Offer Opening Date. All Bidders shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected

The prescribed colour of the Bid Cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion), applying on a repatriation basis (ASBA )	Blue

*\*excluding electronic Bid cum Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms to respective SCSBs where the Bidder has a bank account and shall not submit it to any non-SCSB Bank

## WHO CAN BID?

In addition to the category of Bidders set forth under – **General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Offer**", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

## MAXIMUM AND MINIMUM APPLICATION SIZE

### a) **For Retail Individual Bidders:**

The Bid must be for a minimum of 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs 2,00,000. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 2,00,000.

b) ***For Other Bidders (Non-Institutional Bidders and QIBs):***

The Bid cum Application must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs.2,00,000 and in multiples of 1200 Equity Shares thereafter. A Bid cannot be submitted for more than the Offer Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Bidder cannot withdraw or lower the size of their Bid at any stage and are required to pay the entire Bid Amount upon submission of the Bid. The identity of QIBs applying in the Net Offer shall not be made public during the Offer Period. In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**INFORMATION FOR THE BIDDERS**

- a) Our Company shall file the Prospectus with the RoC at least three working days before the Bid / Offer Opening Date.
- b) Our Company shall, after registering the Prospectus with the RoC, make a pre- Offer advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- Offer advertisement, our Company and the Book Running Lead Manager shall advertise the Offer Opening Date, the Offer Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- c) The Price Band as decided by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager is Rs. 120 per Equity Share. The Floor Price of Equity Shares is Rs. 115 per Equity Share and the Cap Price is Rs. 120 per Equity Share and the minimum bid lot is of 1200 Equity Shares. Our Company shall also announce the Price Band at least five Working Days before the Offer Opening Date in English and Hindi national newspapers and one regional newspaper with wide circulation.
- d) This announcement shall contain relevant financial ratios computed for both upper and lower end of the Price Band. Further, this announcement shall be disclosed on the websites of the Stock Exchanges where the Equity Shares are proposed to be listed and shall also be pre- filled in the Bid cum application forms available on the websites of the stock exchanges.
- e) The Offer Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Offer Period shall be extended, by an additional three Working Days, subject to the total Offer Period not exceeding ten Working Days. The revised Price Band and Offer Period will be widely disseminated by notification to the SCSBs and Stock Exchanges, and by publishing in English and Hindi national newspapers and one regional newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.

The Bidders should note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate Member does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Bid cum Application Form is liable to be rejected.

#### **OPTION TO SUBSCRIBE IN THE OFFER**

- a) **As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.**
- b) **The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.**

A single Bid cum application from any investor shall not exceed the investment limit / minimum number of specified securities that can be held by him/her/it under the relevant regulations / statutory guidelines and applicable law

#### **AVAILABILITY OF PROSPECTUS AND BID CUM APPLICATION FORM**

- a) Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Offer Opening Date.

#### **APPLICATIONS BY ELIGIBLE NRI'S/REPI'S REPATRIATION BASIS**

- b) Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMS, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Offer Opening Date.

#### **PARTICIPATION BY ASSOCIATED/AFFILIATES OF BOOK RUNNING LEAD MANAGER AND SYNDICATE MEMBERS**

The BRLMS and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMS and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **APPLICATIONS BY ELIGIBLE NRI'S**

NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour)

#### **BIDS BY FPI INCLUDING FII'S:**

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.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the 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 Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the 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-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the 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 Bid cum Application Form for Non-Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated

by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company or the Selling Shareholder or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.**

#### **BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.



The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs.2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

**The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.**

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

#### **BIDS BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholder reserve the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the Banking Regulation Act), and the Master Circular dated July 1, 2015 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **BIDS BY SCSB'S:**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLMS or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **TERMS OF PAYMENT:**

##### **Terms of Payment**

The entire Offer price of Rs. 120 per share is payable on Bid cum application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar to the offer shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Offer Bank Account, post finalisation of basis of Allotment. The balance amount after transfer to the Public Offer Account shall be unblocked by the SCSBs.



The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

c) **Payment mechanism for Bidders**

- d) **The Bidders shall specify the bank account number in the Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid cum Application Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the bid cum application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Bidders shall neither withdraw nor lower the size of their bid cum applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the bid cum application by the ASBA Applicant, as the case may be.**

- e) **Please note that pursuant to the applicability of the directions offered by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Offer shall mandatorily make use of ASBA facility.**

**SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC:**

- a) Our Company has entered into an Underwriting agreement dated August 31, 2017.  
b) A copy of the Prospectus and Prospectus will be filed with the RoC in terms of Section 32 of the Companies Act.

**PRE-OFFER ADVERTISEMENT:**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; and (ii) Hindi National Newspaper, each with wide circulation. In the pre-Offer advertisement, we shall state the Bid Opening Date and the Bid Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

**ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:**

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Prospectus and the date of Prospectus will be included in such statutory advertisement.

**GENERAL INSTRUCTIONS:**

***Do's:***

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
8. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
9. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
10. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
11. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in —active status; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
13. Ensure that the Demographic Details are updated, true and correct in all respects;
14. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
15. Ensure that the category and the investor status is indicated;
16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
17. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
18. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
19. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Prospectus;
20. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
21. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
22. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

***Don'ts:***

1. not Bid for lower than the minimum Bid size;
  2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
  3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
  4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
  5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
  6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
  7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
  8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
  9. Do not Bid for a Bid Amount exceeding Rs. 200,000 (for Bids by Retail Individual Bidders);
  10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus ;
  11. Do not submit the General Index Register number instead of the PAN;
  12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account; 13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
  13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
  14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
  15. Do not submit more than five Bid cum Application Forms per ASBA Account;
- f) **The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

**BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS:**

- a) Our Company and the Selling Shareholder, in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company and the Selling Shareholder, in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

#### COMMUNICATIONS:

- g) **All future communications in connection with Bids made in this Offer should be addressed to the Registrar quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.**

Bidders can contact the Compliance Officer or the Registrar in case of any pre Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### IMPERSONATION:

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

*“Any person who—*

- a) **makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) **makes or abets making of multiple applications to a company in different names or indifferent 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,**
- d) ***shall be liable for action under Section 447.”***

#### UNDERTAKING BY THE COMPANY:

Our Company undertake as follows:

- 1) That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at EMERGE Platform of NSE where the Equity Shares are proposed to be listed within six working days from Offer Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
- 4) That our Promoter's contribution in full has already been brought in;
- 5) That no further offer of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and

- 6) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
- 7) If our Company does not proceed with the Offer after the Bid/Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 8) If our Company withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh Prospectus with the RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;
- 9) Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period

#### **UNDERTAKING BY THE SELLING SHAREHOLDER:**

The Selling Shareholder severally undertakes that:

- 1) it shall deposit its Equity Shares offered in the Offer in an escrow account opened with the Systematix Shares & Stocks (India) Limited at least one Working Day prior to the Bid/Offer Opening Date;
- 2) it shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges;
- 3) it shall take all steps and provide all assistance to our Company and the BRLM, as may be required for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/Offer Closing Date of the Offer, failing which it shall forthwith repay without interest all monies received from Bidders to the extent of the Offered Shares. In case of delay, interest as per applicable law shall be paid by the Selling Shareholder;
- 4) it shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of the Equity Shares held by it except the Equity Shares being offered in the Offer for Sale until such time that the lock-in remains effective save and except as may be permitted under the SEBI Regulations;
- 5) it shall ensure that the Equity Shares being offered by it in the Offer, shall be transferred to the successful Bidders within the time specified under applicable law; and
- 6) it shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.
- 7) It is the legal and beneficial owner of, and has full title to their respective portion of the Offered Shares in the Offer;

#### **UTILIZATION OF THE OFFER PROCEEDS:**

The Board of Directors of our Company certifies that:

- 1) all monies received out of the Fresh issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- 2) details of all monies utilized out of the Fresh issue referred above shall be disclosed and continue to

be disclosed till the time any part of the Offer Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;

- 3) details of all unutilized monies out of the Fresh issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- 4) Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Offer.
- 5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

Further the Selling Shareholder along with our Company declare that all monies received out of the Offer for Sale shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

#### **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL:**

- h) **To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:**
  - a) Agreement dated November 02, 2012 among NSDL, the Company and Ankit Consultancy Private Limited;
  - b) Agreement dated September 04, 2017 among CDSL, the Company and the Registrar to the Offer;

The Company's shares bear ISIN INE039001011.

### **PART B**

#### **GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES**

*This General Information Document highlights the key rules, processes and procedures applicable to public offers in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders should rely on their own examination of the Offer and the Issuer, and should carefully read the Prospectus before investing in the Offer.*

#### **SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)**

This document is applicable to the public issues undertaken inter-alia through the Book-Building Process as well as to the Fixed Price Issue. The purpose of the —General Information Document for Investing in Public Issues is to provide general guidance to potential Bidders in IPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR)



**Regulations, 2009”).**

Bidders should note that investment in equity and equity related securities involves risk and Bidder should not invest any funds in the Offer 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 Offer and the relevant information about the Issuer undertaking the Offer are set out in the Prospectus ("RHP")/Prospectus filed by the Issuer with the Registrar of Companies ("RoC"). Bidders should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLMS(s) to the Offer 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 Bidders may refer to the section "Glossary and Abbreviations".

## **SECTION 2: BRIEF INTRODUCTION TO IPOs ON NSE EMERGE (SME PLATFORM)**

### **2.1 INITIAL PUBLIC OFFER (IPO)**

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI (ICDR) Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer. Bidders/Applicants may refer to the Prospectus. The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post- issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and up to twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Offer being made under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation.

### **2.2 OTHER ELIGIBILITY REQUIREMENTS**

In addition to the eligibility requirements specified in paragraphs 2.1, an issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI (ICDR) Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry- specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) 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 BRLMS 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) of the SEBI (ICDR) Regulations, the Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Book Running Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
  - d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, the BRLMS has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the issue.
  - e) The company should have track record of at least 3 years
  - f) The company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive
  - g) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.
  - h) The issuer shall mandatorily facilitate trading in demat securities.
  - i) The issuer should not be referred to Board for Industrial and Financial Reconstruction.
  - j) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company
  - k) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the issuer
  - l) The Company should have a website. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this issue.

Thus Company is eligible for the issue in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1000 Lakhs. Company also complies with the eligibility conditions laid by the EMERGE Platform of NSE for listing of our Equity Shares.

#### **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 Offer Price through the Book Building Process (“Book Built issues”) or undertake a Fixed Price Issue (“Fixed Price Issues”). 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 RHP (in case of a Book Built Issue) and a Price or Price Band in the Red Herring 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 Bid/ Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities. Bidders should refer to the RHP/ Prospectus or Offer advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.



### 2.3 **ISSUE PERIOD**

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders) and not more than ten Working Days. Bidders are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP for details of the Offer Period. Details of Offer Period are also available on the website of Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM, and the advertisement in the newspaper(s) issued in this regard

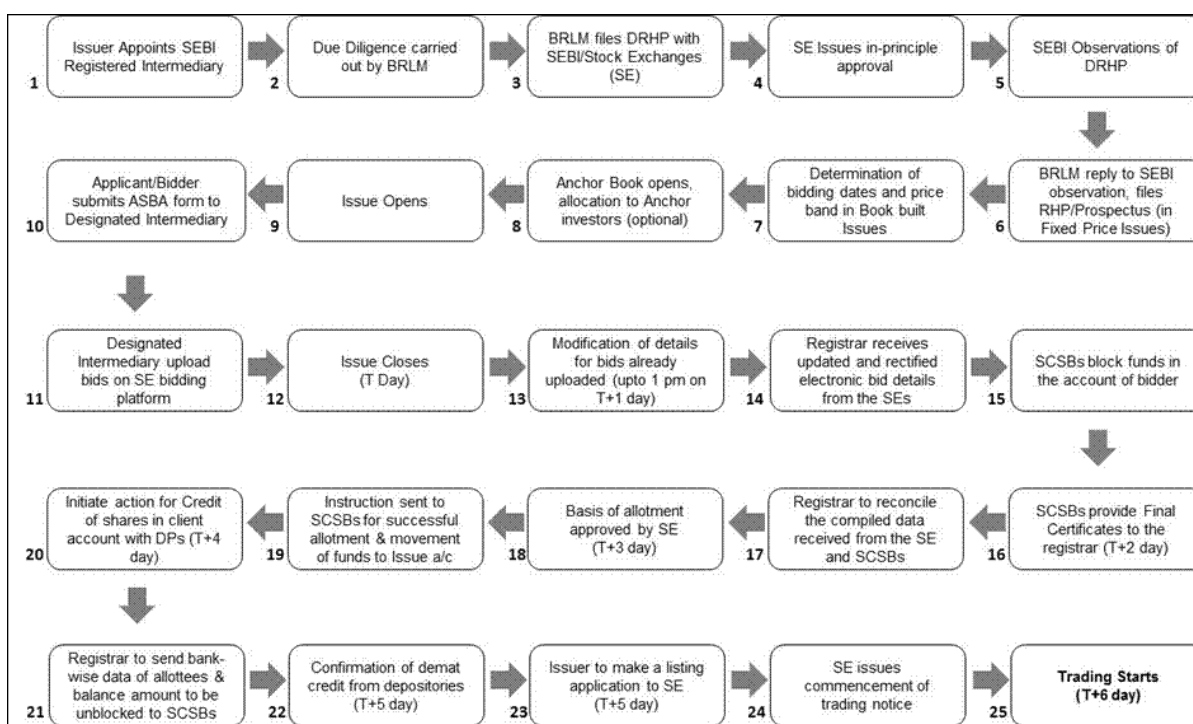
### 2.4 **MIGRATION TO MAIN BOARD**

SME Issuer may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

- a) **the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.**
- b) **If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.**

### 2.5 **FLOWCHART OF TIMELINES**

A flow chart of process flow in Fixed Price and Book Built Issues is as follows:



### SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN OFFER

**Each Bidder should check whether it is eligible to apply under applicable law.** Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- 1) Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
- 2) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidders should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows:  
Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name
- 3) Mutual Funds registered with SEBI;
- 4) 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 Offer;
- 5) 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);
- 6) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
- 7) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- 8) State Industrial Development Corporations;

- 9) 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;
- 10) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- 11) Insurance Companies registered with IRDA;
- 12) Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- 13) Multilateral and Bilateral Development Financial Institutions;
- 14) 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;
- 15) Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
- 16) Any other person eligible to apply in this Offer, 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 Offer.

#### SECTION 4: APPLYING IN THE ISSUES

**Book Built Issue:** Bidders should only use the specified Bid cum Application Form either bearing the stamp of a member of the Syndicate or bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the Prospectus.

Bidders should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders is as follows:

Category	Colour of the Bid cum Application(Excluding forms downloaded from SE website)
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders applying in the reserved category	Not Applicable

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

#### **4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/APPLICATION FORM**

Bidders may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Bid cum Application Form/ Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non- resident Bidders are reproduced below:

## APPLICATION FORM FOR RESIDENT BIDDERS

<p style="text-align: center;"><b>COMMON BID CUM APPLICATION FORM</b></p>	<p style="text-align: center;"><b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b></p> <p>Address : _____ Contact Details: _____ CIN No. _____</p>	<p style="text-align: center;"><b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b></p>																											
<p>TO, THE BOARD OF DIRECTORS XYZ LIMITED</p>	<p style="text-align: center;">BOOK BUILT ISSUE</p> <p style="text-align: center;">ISIN : _____</p>	<p>Bid cum Application Form No. _____</p>																											
<p><b>SYNDICATE MEMBER'S STAMP &amp; CODE</b> <b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b></p>																													
<p><b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b> <b>ESCROW BANK/SCSB BRANCH STAMP &amp; CODE</b></p>																													
<p><b>BANK BRANCH SERIAL NO.</b> <b>SCSB SERIAL NO.</b></p>																													
<p><b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b></p> <p>Mr. / Ms. _____</p> <p>Address _____</p> <p>Email _____</p> <p>Tel. No (with STD code) / Mobile _____</p>																													
<p><b>2. PAN OF SOLE / FIRST BIDDER</b></p> <p>_____</p>																													
<p><b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL</p> <p>For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID</p>																													
<p><b>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Bid Option:</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)</th> <th colspan="3">Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8   7   6   5   4   3   2   1</td> <td>8   2   1</td> <td>3   2   1</td> <td>3   2   1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>			Bid Option:	No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)	Bid Price	Retail Discount	Net Price	Option 1	8   7   6   5   4   3   2   1	8   2   1	3   2   1	3   2   1	<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>
Bid Option:	No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)																								
		Bid Price	Retail Discount	Net Price																									
Option 1	8   7   6   5   4   3   2   1	8   2   1	3   2   1	3   2   1	<input type="checkbox"/>																								
(OR) Option 2					<input type="checkbox"/>																								
(OR) Option 3					<input type="checkbox"/>																								
<p><b>5. CATEGORY</b></p> <p><input type="checkbox"/> Retail Individual Bidder</p> <p><input type="checkbox"/> Non-Institutional Bidder</p> <p><input type="checkbox"/> QIB</p>																													
<p><b>6. INVESTOR STATUS</b></p> <p><input type="checkbox"/> Individual(s) - IND</p> <p><input type="checkbox"/> Hindu Undivided Family* - HUF</p> <p><input type="checkbox"/> Bodies Corporate - CO</p> <p><input type="checkbox"/> Banks &amp; Financial Institutions - FI</p> <p><input type="checkbox"/> Mutual Funds - MF</p> <p><input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis)</p> <p><input type="checkbox"/> National Investment Fund - NIF</p> <p><input type="checkbox"/> Insurance Funds - IF</p> <p><input type="checkbox"/> Insurance Companies - IC</p> <p><input type="checkbox"/> Venture Capital Funds - VCF</p> <p><input type="checkbox"/> Alternative Investment Funds - AIF</p> <p><input type="checkbox"/> Others (Please specify) - OTH</p> <p><small>* HUF should apply only through Kera (Application by HUF would be treated on par with Individual)</small></p>																													
<p><b>7. PAYMENT DETAILS</b> <span style="float: right;">PAYMENT OPTION: FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/></span></p> <p>Amount paid (₹ in figures) _____ (₹ in words) _____</p> <p>ASBA Bank A/c No. _____</p> <p>Bank Name &amp; Branch _____</p>																													
<p>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.</p>																													
<p><b>8A. SIGNATURE OF SOLE / FIRST BIDDER</b></p> <p>_____</p> <p>Date : _____</p>																													
<p><b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b></p> <p>I/We authorize the SCSB to do all acts as are necessary to make the Application in the line</p> <p>1) _____</p> <p>2) _____</p> <p>3) _____</p>																													
<p><b>BROKER / SCSB / DP / RTA STAMP (Acknowledging receipt of Bid in Stock Exchange system)</b></p>																													
TEAR HERE																													
<p>TO,</p> <p style="text-align: center;"><b>XYZ LIMITED</b></p> <p style="text-align: center;"><b>INITIAL PUBLIC ISSUE - R</b></p>	<p style="text-align: center;">Acknowledgement Slip for Broker/SCSB/DP/RTA</p>	<p>Bid cum Application Form No. _____</p>																											
<p>PAN of Sole / First Bidder _____</p>																													
<p>DPID / CLID _____</p>																													
<p>Amount paid (₹ in figures) _____ Bank &amp; Branch _____</p> <p>ASBA Bank A/c No. _____</p> <p>Received from Mr./Ms. _____</p> <p>Telephone / Mobile _____ Email _____</p>																													
<p>Stamp &amp; Signature of SCSB Branch _____</p>																													
TEAR HERE																													
<p style="text-align: center;"><b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b></p>	<p><b>Stamp &amp; Signature of Broker / SCSB / DP / RTA</b></p> <p>_____</p>																												
<p><b>Name of Sole / First Bidder</b></p> <p>_____</p>																													
<p><b>Acknowledgement Slip for Bidder</b></p>																													
<p><b>Bid cum Application Form No.</b></p> <p>_____</p>																													



# APPLICATION FORM FOR NON RESIDENT BIDDERS

<b>COMMON BID CUM APPLICATION FORM</b>		<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b>		<b>FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIs OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS</b>	
Address : _____		Contact Details : _____		CIN No _____	
<b>TO,</b> <b>THE BOARD OF DIRECTORS</b> <b>XYZ LIMITED</b>		<b>BOOK BUILT ISSUE</b> <b>ISIN : _____</b>		Bid cum Application Form No. _____	
SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER	
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		BSCR/BP BANK/SCSB BRANCH STAMP & CODE		Mr. / Ms. _____	
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		Address _____	
				Tel. No (with STD code) / Mobile _____	
				2. PAN OF SOLE / FIRST BIDDER	
				_____	
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL					
For NSDL, enter a digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID					
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")					
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" Please tick
Option 1					<input type="checkbox"/>
OR Option 2					<input type="checkbox"/>
OR Option 3					<input type="checkbox"/>
5. CATEGORY					
<input type="checkbox"/> Retail Individual Bidder					
<input type="checkbox"/> Non-Institutional Bidder					
<input type="checkbox"/> QIB					
6. INVESTOR STATUS					
<input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis)					
<input type="checkbox"/> FII FII or Sub-account not a Corporate/Foreign Individual					
<input type="checkbox"/> FIISA FII Sub-account Corporate/Individual					
<input type="checkbox"/> FVCI Foreign Venture Capital Investor					
<input type="checkbox"/> FPI Foreign Portfolio Investors					
<input type="checkbox"/> OTH Others (Please Specify) _____					
7. PAYMENT DETAILS					
Amount paid (₹ in figures) _____ (₹ in words) _____					
PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>					
ASBA Bank A/c No. _____					
Bank Name & Branch _____					
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (GID) AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.					
8A. SIGNATURE OF SOLE / FIRST BIDDER		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)		BROKER / SCSB / DP / RTA STAMP (Admission including upload of Bid in Stock Exchange system)	
Date _____		I/We authorize the SCSB to do all acts as are necessary to make the Application in the form:			
		1) _____			
		2) _____			
		3) _____			
TEAR HERE					
<b>XYZ LIMITED</b> <b>INITIAL PUBLIC ISSUE - NR</b>		<b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b>		Bid cum Application Form No. _____	
DPID / CLID		PAN of Sole / First Bidder			
Amount paid (₹ in figures)		Bank & Branch		Stamp & Signature of SCSB Branch	
ASBA Bank A/c No.					
Received from Mr./Ms.					
Telephone / Mobile		Email			
TEAR HERE					
<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b>		Option 1    Option 2    Option 3		Stamp & Signature of Broker / SCSB / DP / RTA	
No. of Equity Shares				Name of Sole / First Bidder	
Bid Price					
Amount Paid (₹)				<b>Acknowledgement Slip for Bidder</b>	
ASBA Bank A/c No.				Bid cum Application Form No. _____	
Bank & Branch					

#### 4.1.1 FILLED NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST BIDDER

- a) Bidders should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- b) **Mandatory Fields:** Bidders should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Bidders should note that the contact details mentioned in the Bid cum Application Form/ Application Form may be used to dispatch communications) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.
- c) **Joint Bids:** In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder would be required in the Bid cum Application Form/ Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form/ Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **Impersonation:** Attention of the Bidders is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- *makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*
- *makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,*

*Shall be liable for action under section 447 of the said Act.*

- e) **Nomination Facility to Bidder:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### 4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST BIDDER

- a) PAN (of the sole/first Bidder) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids on behalf of the Central or State Government, Bids by officials appointed by the courts and Bids by Bidders residing in Sikkim (—PAN Exempted Bidders). Consequently, all Bidders, other than the PAN Exempted Bidders, are required to disclose their PAN in the Bid cum Application Form Form, irrespective of the Bid Amount. Bids by the Bidders whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- c) The exemption for the PAN Exempted Bidders is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.
- e) Bids by Bidders whose demat accounts have been suspended for credit<sup>4</sup> 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: BIDDERS DEPOSITORY ACCOUNT DETAILS

- a) Bidder should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**
- b) Bidder should ensure that the beneficiary account provided in the Bid cum Application Form is active.
- c) Bidder should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to the offer.
- d) Bidders are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders' sole risk.

#### 4.1.4 FIELD NUMBER 4: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs undertaken through the Book Building Process. Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- c) **Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.**



- d) Minimum Bid Value and Bid Lot: The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum Bid value is within the range of above Rs.1,00,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum Bid value.
- e) Allotment: The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the Prospectus or the advertisement regarding the Price Band published by the Issuer.

#### **4.1.4.1 Maximum and Minimum Bid Size**

a) **For Retail Individual Bidder**

The Bid must be for a minimum of 1200 Equity Shares. As the Bid Price payable by the Retail Individual Bidders cannot exceed Rs. 2,00,000, they can make Bid for only minimum size i.e. for 1200 Equity Shares.

b) **For Other Bidders (Non Institutional Bidders and QIBs):**

- (i) The Bid must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of 1200 Equity Shares thereafter. A Bid cannot be submitted for more than the Issue Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB cannot withdraw its Bid after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Bid. In case of revision in Bids, the Non Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion. Bidders are advised to ensure that any single Bid cum 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 RHP/Prospectus.
- (ii) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- (iii) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process

#### **4.1.4.2 Multiple Bids**

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:
  - (i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
  - (ii) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- (c) The following Bids may not be treated as multiple Bids:
  - (i) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Offer portion in public category.
  - (ii) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
  - (iii) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
  - (iv) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS**

- (a) The categories of Bidders identified as per the SEBI (ICDR) Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- (b) An Issuer can make reservation for certain categories of Bidders as permitted under the SEBI (ICDR) Regulations, 2009. For details of any reservations made in the Offer, Bidders may refer to the Prospectus.
- (c) The SEBI (ICDR) Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder may refer to the RHP.

#### **4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

- (a) Each Bidder should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Offer is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Bidder, such as NRIs, FPIs and FVCIs may not be allowed to Bid/apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders are requested to refer to the Red HerringProspectus for more details.
- (c) Bidders should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- (d) Bidders should ensure that their investor status is updated in the Depository records.

#### **4.1.5 FIELD 7: PAYMENT DETAILS**

- a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the ASBA Form. If discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for the Bid Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- b) Bid Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- c) Bidders who Bid at Cut-off Price shall DEPOSIT the Bid Amount based on the Cap Price.
- d) All Bidders can participate in the Offer only through the ASBA mechanism.
- e) Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

##### **4.1.5.1 Payment instructions for Bidders**

- a) Bidders may submit the ASBA Form either
  - (i) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
  - (ii) in physical mode to any Designated Intermediary.
- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bid cum Application Forms can be submitted.
- f) Bidders should submit the Bid cum Application Form only at the Bidding Centre i.e to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations
- g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

- i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.
- l) Upon submission of a completed ASBA Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the ASBA Form in the ASBA Account maintained with the SCSBs
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

#### **Unblocking of ASBA Account**

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful Bids transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the ASBA Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.
- (d) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bidders, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 6 Working Days of the Bid/Offer Closing Date.

#### **4.1.5.2 Discount (if applicable)**

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Bid Amount less Discount (if applicable). Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such Bids for allocation under Non-Institutional Category. These Bids are neither eligible for Discount nor fall under RII category.

#### **4.1.5.3 Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **4.1.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- (a) Only the First Bidder is required to sign the Bid cum Application Form. Bidders should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Bidder., then the Signature of the ASBA Account holder(s) is also required. In relation to the Bids, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid/ amount mentioned in the Bid cum Application Form.
- (c) Bidders must note that Bid cum Application Form without signature of Bidder and /or ASBA Account holder is liable to be rejected.

#### **4.1.7 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- (a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by Bid Collecting Intermediary or SCSB, as applicable, for submission of the Bid cum Application Form.
- (b) All communications in connection with Bid made in the Offer should be addressed as under:
  - (i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Bidders should contact the Registrar to the
  - (ii) Offer.
  - (iii) In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders should contact the relevant Designated Branch of the SCSB.
  - (iv) Bidders may contact the Company Secretary and Compliance Officer or BRLMS(s) in case of any other complaints in relation to the Offer.
  - (v) In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders should contact the relevant Syndicate Member.
  - (vi) In case of queries relating to uploading of Bids by a Registered Broker, the Bidders should contact the relevant Registered Broker vii. In case of Bids submitted to the RTA, the Bidders should contact the relevant RTA. viii. In case of Bids submitted to the DP, the Bidders should contact the relevant DP.

- (c) The following details (as applicable) should be quoted while making any queries –
  - (i) Full name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Bid.
  - (ii) name and address of the Designated Intermediary, where the Bid was submitted; or

For further details, Bidder may refer to the Red Herring Prospectus and the Bid cum Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- (a) During the Bid/Offer Period, any Bidder (other than QIBs and NIIs, who can only revise their Bid amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise / withdraw their Bid till closure of the Bid/Offer period.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Bidder can make this revision any number of times during the Bid/Offer Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the SCSB through which such Bidder had placed the original Bid. A sample Revision form is reproduced below: Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:





#### **4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER**

Bidders should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

#### **4.2.2 FIELD 4 & 5: BID OPTIONS REVISION „FROM“ AND „TO“**

- a) Apart from mentioning the revised number of shares in the Revision Form, the Bidder must also mention the details of shares applied/bid for given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- b) case of revision, Bid options should be provided by Bidders in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs.200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.
- d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non- Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

- a) All Bidders are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Bidder may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder is deemed to have



approved such revised Bid at the Cut-off Price.

- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

#### **4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

#### **4.3 SUBMISSION OF REVISION FORM/BID CUM APPLICATION FORM /APPLICATION FORM**

##### **4.3.1 Bidders may submit completed Bid cum application form / Revision Form in the following manner:-**

<b>Mode of Bid</b>	<b>Submission of Bid cum Application Form</b>
All investors Bids	To the Bid cum Application Collecting Intermediaries as mentioned in the Prospectus/ Bid cum Application Form

Bidders should submit the Revision Form to the same Designated Intermediary through which such Bidders had placed the original Bid.

#### **SECTION 5: INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)**

This being book built issue procedure for fixed price issue is not applicable.

#### **SECTION 6- ISSUE PROCEDURE IN BOOK BUILT ISSUE**

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI (ICDR) Regulations, 2009. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

##### **6.1 SUBMISSION OF BIDS**

- a) During the Bid/Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the Prospectus.

##### **6.2 ELECTRONIC REGISTRATION OF BIDS**

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

### **6.3 BUILD UP OF THE BOOK**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges" on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

### **6.4 WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **6.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS**

- a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
  - 1) the Bids accepted by the Designated Intermediaries,
  - 2) the Bids uploaded by the Designated Intermediaries, and the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

## GROUNDS OF REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price; GIR number furnished instead of PAN; Bid for lower number of Equity Shares than specified for that category of investors; Bids at Cut-off Price by NIIs and QIBs;
- Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Offer Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or —qualified institutional buyers as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account; Bids not uploaded on the terminals of the Stock Exchanges; and • Where no confirmation is received from SCSB for blocking of funds Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder; Bids by any persons outside India if not in compliance with applicable foreign and Indian laws; Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected; • Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority; Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; • Details of ASBA Account not provided in the Bid cum Application form

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

## BASIS OF ALLOCATION

- The SEBI (ICDR) Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Bidder may refer to the Prospectus.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Prospectus.
- Illustration of the Book Building and Price Discovery Process Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of Rs.20 to Rs 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below Rs. 22.00. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

## SECTION 6: OFFER PROCEDURE IN FIXED PRICE ISSUE

This being Book Built Issue, this section is not applicable for this Offer.

## SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Prospectus. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

## 7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the SME Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- (a) total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category x number of Shares applied for).
- (b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (c) Bids where the proportionate allotment works out to less than 1200equity shares the allotment will be made as follows:
  - (i) Each successful Bidder shall be allotted 1200equity shares; and
  - (ii) The successful Bidder out of the total bidders for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- (d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of 1200equity shares, the Bidder would be allotted Shares by rounding off to the nearestmultiple of 1200equity shares subject to a minimum allotment of 1200equity shares.
- (e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applyingfor the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1200Equity 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 thisProspectus.
- (f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Bidders as described below:
  - (i) As the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - (ii) The balance net offer of shares to the public shall be made available for allotment to •individual bidders other than retails individual investors and other investors, including corporate bodies/ institutions irrespective of number of shares applied for.
  - (iii) The unsubscribed portion of the net offer to any one of the categories specified in a) or
- (g) shall/may be made available for allocation to bidders in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs.2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE- the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

## 7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Offer Account with the Bankers to the Offer.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Offer.

- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) **Issuer will ensure that:** (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account will be completed within 4 Working Days of the Offer Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Offer Account on the Designated Date.

## SECTION 8: INTEREST AND REFUNDS

### 8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Bid/Offer 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 Bidders in pursuance of the RHP/Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, 2013 and as disclosed in the Prospectus.

#### 8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

This Offer is not restricted to any minimum subscription level. This Offer 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 Offer through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the Issuer shall forthwith refund

the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

#### **8.2.4 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

#### **8.3 MODE OF REFUND**

Within 6 Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bids and also for any excess amount blocked on Bids.

##### **8.3.1 Mode of making refunds**

The Registrar to the Offer may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Offer.

#### **8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Bid/Offer 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.*

<b>Term</b>	<b>Description</b>
Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the respective portion of the Offered Shares by each of the Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
Allottee(s)	Successful Bidders(s) to whom Equity Shares have been allotted/transferred.
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
ASBA/Application Supported by Blocked Amount	An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account
Application Supported by Blocked Amount Form/ASBA Form	An application from, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus.



Term	Description
ASBA Account	An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA form	An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of this Draft Red Herring Prospectus.
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Surat and Ahmedabad
Banker(s) to the Offer	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public offer Account will be opened and in this case being HDFC Bank Limited
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Bidders under the Offer and which is described under chapter titled “Offer Procedure” beginning on page 405 of this Prospectus.
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations in accordance with the Red Herring Prospectus and Bid cum Application Form
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer.
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Bid/ Offer Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in Business Standard edition of the English national newspaper, Business Standard edition of Hindi national newspaper each with wide circulation and Choutha Sansar, Indore edition of Hindi daily newspaper where the Registered office of the Company is situated, and in case of any revision, the extended Bid/Offer Opening Date also to be notified on the website and
Bid/ Offer Period	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in Business Standard edition of the English national newspaper, Business Standard edition of the Hindi national newspaper each with wide circulation and Choutha Sansar Indore edition of Hindi daily newspaper where the Registered office of the Company is situated in case of any revision, the extended Bid/Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR)
Bid/ Offer Period cum Application form	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder	Any prospective investor who makes a Bid/Application pursuant to the terms of the DRHP/RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant



<b>Term</b>	<b>Description</b>
Book Building Process	Book building process, as provided in Schedule XI of the SEBI (ICDR) Regulations, in terms of which the Offer is being made
Book Running Lead Managers or BRLM	The book running lead managers to the Offer namely Systematix Corporate Services Limited
Broker Centres	Broker centres notified by the Stock Exchanges, where the Bidders can submit the Bid cum application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of NSE India Limited.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/transferred, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids will be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, which shall be any price within the Price Band finalised by your Company and the Selling Shareholder in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non Institutional Bidders are not entitled to Bid at the Cut-off Price.
Controlling Branch/Designated Branch	Such branch of the SCSBs which coordinate Applications under this Offer by the ASBA Applicants with the Registrar to the Offer and the Stock Exchanges and a list of which is available at <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
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Demographic Details	The demographic details of the Bidders such as their address, PAN, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (exc Anchor Investor) and a list of which is available on <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>
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )

Term	Description
Designated Date	The date on which the Collection Banks transfer funds from the public issue Accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Offer Account or the Refund Account, as appropriate, in terms of the Prospectus following which the Board of Directors may Allot Equity Shares to successful Bidders in the Fresh Issue and the Selling Shareholder may give delivery instructions for the transfer of the respective Offered Shares.
Designated Intermediary(ies)	Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such centres of the RTAs where Bidder can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time
Designated Stock Exchange	The designated stock exchange as disclosed in the Red Herring Prospectus/ Prospectus of the issuer
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI (ICDR) Regulations, 2009.
Draft Red Herring Prospectus or DRHP	This Red Herring Prospectus dated August 31, 2017 issued in accordance with the SEBI (ICDR) Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Employees	Employees of an Issuer as defined under SEBI (ICDR) Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the Prospectus
Equity Shares	Equity Shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First/sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
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 Offer is being made
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering

<b>Term</b>	<b>Description</b>
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
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Mutual Funds Portion	5% of the QIB Category available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the DRHP/RHP/Prospectus and Bid cum Application Form
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the DRHP/RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes FIIs and FPIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	The initial public offer of up to 40,00,800 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. 120 each, aggregating up to Rs. 4800.96 comprising Fresh Issue and the Offer for Sale of Rs. 2713.44 and 2087.52 respectively.
Offer for Sale	The offer for sale of up to 17,39,602 Equity Shares aggregating up to Rs. 2087.52 by the Selling Shareholder at the Offer Price in terms of the Prospectus, consisting of offered shares by Pragati India Fund Limited. For further details in relation to Selling Shareholder, see "The Offer" on page 55.

Term	Description
Other Investors	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price. The Offer Price may be decided by the Issuer and the Selling Shareholder in consultation with the Book Running Lead Manager(s)
Offer Price	The final price at which Equity Shares will be Allotted in terms of the Prospectus. The Offer Price will be decided by our Company and the Selling Shareholder in consultation with the BRLM on the Pricing Date in accordance with the Book-Building Process and the Prospectus
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	<p>Price band of a minimum price of Rs.115 per Equity Share (Floor Price) and the maximum price of Rs.120 per Equity Share (Cap Price) including revisions thereof.</p> <p>The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholder in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/Offer Opening Date, in Business Standard edition of the English national newspaper, Business Standard edition of the Hindi national newspaper each with wide circulation and Choutha Sansar Indore edition of Hindi daily newspaper where the Registered office of the Company is</p>
Pricing date	The date on which our Company and the Selling Shareholder in consultation with the BRLM, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 32 of the Companies Act, 2013, and the SEBI (ICDR) Regulations containing, inter alia, the Offer Price, the size of the Offer and certain other information
Public Offer Account	Account opened with the Banker to the Offer i.e. HDFC Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009.
RTGS	Real Time Gross Settlement
Red Herring Prospectus or RHP	<p>The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.</p> <p>The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date</p>
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being HDFC Bank Limited
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable

Term	Description
Registrar and ShareTransfer 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
Registered Broker	Individuals or companies registered with SEBI as "Trading Members"(except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.nseindia.com/membership/dynaContent/find_a_broker.htm">http://www.nseindia.com/membership/dynaContent/find_a_broker.htm</a>
Registrar /Registrar to the Offer	Registrar to the Offer, in this case being Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India.
Reserved Category /Categories	Categories of persons eligible for making Bids under reservation portion.
Revision Form	Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
Reservation Portion	The portion of the offer reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009
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
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries</a> or at such other website as may be prescribed by SEBI from time to time
Share Escrow Agreement	The Agreement to be entered into among the Selling Shareholder, our Company, BRLM and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer For Sale by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely HDFC Bank Limited
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time
Stock Exchanges / SE	The stock exchanges as disclosed in the RHP/RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate or Members of the Syndicate	The BRLM and the Syndicate Members
Syndicate Agreement	Agreement dated September 12, 2017 entered into amongst the BRLM, the Syndicate Members, our Company and the Selling Shareholder in relation to the procurement of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, Systematix Shares & Stocks (India)

Term	Description
Underwriter	Systematix Corporate Services Limited
Underwriting Agreement	The agreement dated August 31, 2017 entered into between the Underwriter and our Company
Working Day	Working Day means all days, other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to the time period between (a) announcement of Price Band; and (b) Bid/Offer Period, Working Day shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. The Union Cabinet has recently approved phasing out the erstwhile Foreign Investment Promotion Board, as provided in the press release dated May 24, 2017. Accordingly, pursuant to the Office Memorandum dated June 5, 2017 issued by the Department of Economic Affairs, Ministry of Finance, approval for foreign investment under the FDI Policy and FEMA has been entrusted to the concerned ministries/departments.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP issued the consolidated FDI Policy by way of circular no. D/o IPP F. No. 5(1)/2017-FC-1 Dated the August 28, 2017 which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy will be valid until the DIPP issues an updated FDI Policy.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government, OCBs cannot participate in this Issue.

In accordance with the FDI Policy, participation by non-residents in the Issue is restricted to participation by (i) FPIs through the portfolio investment scheme under Schedule 2A of the FEMA Regulations, in the Offer subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of the Company and the aggregate limit for FPI investment as provided under applicable laws; and (ii) Eligible NRIs only on non-repatriation basis under Schedule 4 of the FEMA Regulations subject to limit of the individual holding of an NRI below 5% of the post-Issue paid-up capital of the Company and the aggregate limit for NRI investment to 10% of the post-Issue paid-up capital of our Company. Further, other nonresidents such as FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the Securities Act and referred to in this Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”) pursuant to Rule 144A or another available exemption from the registration requirements of the Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S under the Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

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

**The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.**



## INVESTMENT CONDITIONS/RESTRICTIONS FOR OVERSEAS ENTITIES

Under the current FDI Policy 2016, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FII, FPI, NRI, FVCI, LLPs, DRs and Investment Vehicles under Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49 % or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

### (i) **Investment by FIIs under Portfolio Investment Scheme (PIS):**

With regards to purchase/sale of share/s convertible debentures by a registered FII under PIS the total holding by each FII/SEBI approved sub-account of FII shall not exceed 10 % of the total paid-up equity capital or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs/sub-accounts of FIIs put together shall not exceed 24 % of paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/ convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro- Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company, and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

### (ii) **Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme**

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares or convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10 % of the total paid-up equity capital or 10 % of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24 % of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24 % will be called aggregate limit. However, the aggregate limit of 24 % may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24 % or enhanced limit.



(iii) **Investment by NRI on repatriation and non-repatriation basis under PIS:**

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10% of the paid-up value of each series of convertible debentures; However, the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the General Body of the Indian company concerned.

(iv) **Investment by NRI on Non-repatriation basis**

As per current FDI Policy 2016, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase and sale of shares and convertible debentures or warrants by a NRI on Non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Offer.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

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

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder, and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the Bid-cum-Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule I to the Companies Act, 2013 and the SEBI Regulations, the main provisions of our Articles are detailed below

Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

ARTICLE NO.	INTERPRETATION	HEADING
1.	In these Articles unless there be something in the subject matter or context in consistent therewith	
(i)	<b>"The Act"</b> 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.	<b>The Act</b>
(ii)	<b>"Articles"</b> means Articles of Association of the Company as originally framed or altered from time to time	<b>Articles</b>
(iii)	<b>"Beneficial Owner"</b> shall have the meaning assigned thereto by Section 2 (1) (a) of the Depositories Act, 1996.	<b>Beneficial Owner</b>
(iv)	<b>"Board or Board of Director"</b> means the Collective body of the Board of Directors of the Company.	<b>Board or Board of Directors</b>
(v)	<b>"Chairman"</b> means the Chairman of the Board of the Directors of the Company.	<b>Chairman</b>
(vi)	<b>"The Company"</b> means Jash Engineering Limited.	<b>The Company</b>
(vii)	<b>"Depositories Act, 1996"</b> shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.	<b>Depositories Act, 1996</b>
(viii)	<b>"Depository"</b> shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.	<b>Depository</b>
(ix)	<b>"Directors"</b> mean the Directors appointed to the board for the time being of the Company.	<b>Directors</b>
(x)	<b>"Dividend"</b> includes any interim dividend	<b>Dividend</b>
(xi)	<b>"Document"</b> means a document as defined in Section 2 (36) of the Companies Act, 2013.	<b>Document</b>
(xii)	<b>"Equity Share Capital"</b> with reference to any Company limited by shares, means all share capital which is not preference share capital	<b>Equity Share Capital</b>
(xiii)	<b>"KMP"</b> means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.	<b>KMP</b>
(xiv)	<b>"Managing Director"</b> 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.	<b>Managing Director</b>
(xv)	<b>"Month"</b> means Calendar month	<b>Month</b>
(xvi)	<b>"Office"</b> means the registered office for the time being of the Company.	<b>Office</b>
(xvii)	<b>"Paid-up share capital"</b> or <b>"share capital paid-up"</b> means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in	<b>Paid-up share Capital</b>
(xviii)	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	
(xix)	<b>"Postal Ballot"</b> means voting by post or through any electronic mode	<b>Postal Ballot</b>
(xx)	<b>"Proxy"</b> includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.	<b>Proxy</b>
(xxi)	<b>"Public Holiday"</b> means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day	<b>Public Holiday</b>

ARTICLE NO.	INTERPRETATION	HEADING
	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.	
	(xxii) <b>"Registrar"</b> 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.	<b>Registrar</b>
	(xxiii) <b>"Rules"</b> means the applicable rules as prescribed under the relevant sections of the Act for time being in force	<b>Rules</b>
	(xxiv) <b>"SEBI"</b> means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.	<b>SEBI</b>
	(xxv) <b>"Securities"</b> means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)	<b>Securities</b>
	(xxvi) <b>"Share"</b> means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.	<b>Share</b>
	(xxvii) <b>"Seal"</b> means the common seal of the Company.	<b>Seal</b>
	(xxviii) <b>"Preference Share Capital"</b> , 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;	<b>Preference Share Capital</b>
	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.	
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.	<b>Share Capital</b>
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.	
4.	Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, and any other applicable provisions of the Act or any law for the time being in force, the Company may issue Sweat	<b>Issue of Sweat Equity Shares</b>

ARTICLE NO.	INTERPRETATION	HEADING
	Equity Shares on such terms and in such manner as the Board may determine.	
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.	<b>Issue of Debentures</b>
6.	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—</p> <p>a) one certificate for all his shares without payment of any charges; or</p> <p>b) several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first</p> <p>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;</p> <p>iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>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.</p>	<b>Issue of Share Certificates</b>
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.	<b>Issue of Share Certificates</b>
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.	
10.	<p>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</p>	<b>Power to pay Commission in connection with</b>

ARTICLE NO.	INTERPRETATION	HEADING
	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. 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	<b>the Securities issued</b>
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.	<b>Variations of Shareholder's rights</b>
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 <i>pari passu</i> therewith	
13.	Subject to the provisions of section 55 and 62, any preference shares may with the sanction of ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine	<b>Issue of Preference Shares</b>
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.	<b>Further Issue of shares</b>

ARTICLE NO.	INTERPRETATION	HEADING
15.	<p>i. The Company shall have a first and paramount lien—</p> <p>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/or</p> <p>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.</p> <p>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.</p> <p>c) 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.</p> <p>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.</p>	<b>Lien</b>
16.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has alien:</p> <p>Provided that no sale shall be made—</p> <p>a. unless a sum in respect of which the lien exists is presently payable; or</p> <p>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.</p>	
17.	<p>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>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.</p>	
18.	<p>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.</p> <p>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.</p>	
19.	<p>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:-</p> <p>a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.</p> <p>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.</p> <p>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.</p> <p>d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.</p> <p>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</p>	<b>Joint Holdings</b>



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	<p>the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.</p> <p>f) 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.</p> <p>g) 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.</p> <p>h) 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.</p>	
20	<p>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.</p> <p>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.</p> <p>iii. call may be revoked or postponed at the discretion of the Board.</p>	<b>Calls on shares</b>
21	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.	
22.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	
23.	<p>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.</p> <p>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>	
24.	<p>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.</p> <p>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture</p> <p>iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>	
25.	<p>The Board—</p> <p>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</p> <p>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</p>	

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	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.	
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.	<b>Transfer of shares</b>
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 alien. 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. iv. Ensure to have common form of transfers.	
32.	The Board shall decline to recognize 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	



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	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.	
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.	<b>Register of Transfers</b>
37.	<p>i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.</p> <p>a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.</p> <p>b. Option for Investors:</p> <p>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.</p> <p>If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security</p> <p>c. Securities in Depository to be in fungible form:-</p> <ul style="list-style-type: none"> <li>All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.</li> <li>Nothing contained in Sections 88, 89, 112 &amp; 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.</li> </ul> <p>d. Rights of Depositories &amp; Beneficial Owners:-</p> <p>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.</p> <p>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.</p>	<b>Dematerialisation of Securities</b>

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	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	
38.	<p>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.</p> <p>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</p>	<b>Transmission of shares</b>
39.	<p>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—</p> <p>a. to be registered himself as holder of the share; or</p> <p>b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>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.</p>	

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40.	<p>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 soelects.</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of theshare.</p> <p>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 thatmember.</p>	
41.	<p>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:</p> <p>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 compliedwith.</p>	
42.	<p>The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.</p> <p>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.</p>	
43.	<p>If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.</p>	<b>Forfeiture of Shares</b>
44.	<p>The notice aforesaid shall—</p> <p>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</p> <p>ii. 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 beforfeited.</p>	
45.	<p>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 thateffect.</p>	
46.	<p>i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinksfit.</p> <p>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinksfit.</p>	
47.	<p>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</p>	

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	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.	
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.	<b>Initial payment not to preclude forfeiture</b>
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	

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	<p>stock into fully paid-up shares of anydenomination;</p> <p>iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by thememorandum;</p> <p>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.</p>	
58.	<p>Where shares are converted into stock,—</p> <p>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 circumstancesadmit:</p> <p>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.</p> <p>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 oradvantage.</p> <p>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.</p>	<b>Conversion of Shares into Stock</b>
59.	<p>The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—</p> <p>i. its sharecapital;</p> <p>ii. any capital redemption reserve account;or</p> <p>iii. Any share premiumaccount.</p>	<b>Reduction of Capital</b>
60.	<p>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.</p> <p>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.</p> <p>Not more than one person shall be recognized as depositor of the share warrant.</p> <p>The Company shall, on two days written notice, return the deposited share warrants to the depositor.</p> <p>Subject herein otherwise expressly provided, no person shall, as bearer of a</p>	<b>Share Warrants</b>

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	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.	
61.	<p>i. The Company in general meeting may, upon the recommendation of the Board, resolve—</p> <p>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</p> <p>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.</p> <p>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—</p> <p>a. Paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>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;</p> <p>c. Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);</p> <p>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;</p> <p>e. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization of profits</b>
62.	<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any;and</p> <p>b. generally to do all acts and things required to give effect thereto.</p> <p>ii. The Board shall have power—</p> <p>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</p> <p>b. to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their</p>	

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	<p>respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existingshares;</p> <p>iii. Any agreement made under such authority shall be effective and binding on suchmembers.</p> <p>iv. Capital paid-up in advance of calls may carry interest but shall not in respect thereof confer a right to dividend or to participate inprofits.</p>	
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.	<b>Buy-back of Shares</b>
64.	All General Meetings other than annual general meeting shall be called extraordinary general meetings.	<b>General Meeting</b>
65.	<p>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>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.</p> <p>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.</p>	
66.	<p>i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds tobusiness.</p> <p>ii. 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 theCompany.</p> <p>iii. In any other case, the quorum shall be decided asunder:</p> <p>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;</p> <p>b) thirty members personally present if the number of members as on the date of the meeting exceeds fivethousand;</p>	<b>Proceedings at general meetings</b>
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	



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	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.	
72.	<p>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 paidup.</p> <p>ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.</p>	<b>Demand for poll</b>
73.	<p>i. A poll demanded on a question of adjournment shall be taken forthwith.</p> <p>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.</p>	<b>Time of taking poll</b>
74.	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	<b>Adjournment of meeting</b>
75.	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</p> <p>i. on a show of hands, every member present in person shall have one vote; and</p> <p>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.</p>	<b>Voting rights</b>
76.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	
77.	<p>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.</p> <p>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	
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.	



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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.	
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 polls 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.	<b>Casting Vote</b>
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 authorize 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.	<b>Representation of Body Corporate</b>
86.	The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.	<b>Circulation of member's resolution</b>
87.	The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.	<b>Resolution requiring special notice</b>
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.	<b>Resolutions passed at adjourned meeting</b>
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.	<b>Registration of resolutions and agreements</b>
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.	<b>Minutes of proceedings of general meeting and of Board and other meetings</b>

ARTICLE NO.	INTERPRETATION	HEADING
	<p>C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:</p> <ol style="list-style-type: none"> <li>the names of the Directors present at the meetings, and</li> <li>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.</li> </ol> <p>iii. Nothing contained in Clauses (a) to (d) of Clause 90 (ii) 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:</p> <ol style="list-style-type: none"> <li>is or could reasonably be regarded, as defamatory of any person</li> <li>is irrelevant or immaterial to the proceedings; or</li> <li>is detrimental to the interests of the Company.</li> </ol> <p>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.</p>	
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.	<b>Minutes to be considered to be evidence</b>
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.	<b>Publication of reports of proceeding of general meetings</b>
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.	<b>Proxy</b>
94.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	
95.	<p>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:</p> <p>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.</p>	
96.	<p>The first directors of the Company shall be:</p> <ol style="list-style-type: none"> <li>Shri Jashbhai Patel</li> <li>Shri Navinchandra Patel</li> <li>Shri Laxminandan Amin</li> </ol>	<b>Board of Directors</b>
97.	The Directors need not hold any "Qualification Share(s)".	
98.	Appointment of Senior Executive as a Whole Time Director subject to the	

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	<p>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:</p> <p>He shall 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.</p> <p>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.</p> <ol style="list-style-type: none"> <li>The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</li> <li>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 <ol style="list-style-type: none"> <li>in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</li> <li>in connection with the business of the company.</li> </ol> </li> </ol>	
99.	The Board may pay all expenses incurred in getting up and registering the company.	
100.	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.	
101.	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.	
102.	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.	
103.	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> </ol>	
104.	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.	<b>Retirement and Rotation of Directors</b>

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105.	The remaining Directors shall be appointed in accordance with the provisions of the Act.	
106.	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.	
107.	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.	
108.	Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.	
109.	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.	
110.	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 wholetime or non-wholetime (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.	<b>Nominee Director</b>
111.	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.	
112.	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.	
113.	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	

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	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 Financial Institution, the sitting fees in relation to such Nominee Directors shall also accrue to the Financial Institution as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.	
114.	Provided also that in the event of the Nominee Directors being appointed as Wholtime 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.	
115.	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.	<b>Removal of Directors</b>
116.	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.	
117.	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.	
118.	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.	
119.	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.	
120.	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.	
121.	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:	

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	Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.	
122.	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 thisAct.	
123.	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 theCompany.	<b>Remuneration and sitting fees to Directors including Managing and whole time Directors</b>
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.  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 In connection with the business of the Company.	
125.	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 theirshares; 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 borrowmoneys e. The power to invest the funds of theCompany, 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 orreconstruction j. Power to take over a Company or acquire a controlling or substantial stake in another Company k. Powers to make politicalcontributions; 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;	<b>Power and duties of Directors : Certain powers to be exercised by the Board only at Meeting.</b>



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	<p>n. Powers to appoint internal auditors and secretarial auditor;</p> <p>o. Powers to take note of the disclosure of director's interest and shareholding;</p> <p>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 investeeCompany;</p> <p>q. Powers to invite or accept or renew public deposits and related matters;</p> <p>r. Powers to review or change the terms and conditions of public deposit;</p> <p>s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case maybe.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	
126.	<p>i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting:</p> <p>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;</p> <p>b) remit, or give time for the repayment of any debt, due by a Director;</p> <p>c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;</p> <p>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</p> <p>e) contribute to <i>bona fide</i> charitable and other funds, aggregate of which in any financial year, exceed five percent of its average net profits during the three financial years, immediately preceding.</p>	<p><b>Restriction on powers of Board</b></p>

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	<p>ii. Nothing contained in sub-clause (a) above shall affect:</p> <p>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</p> <p>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.</p> <p>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.</p> <p>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.</p>	
127.	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.	
128.	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.	<b>General powers of the Company vested in Directors</b>
129.	<p>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:</p> <p>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;</p> <p>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 and satisfactory;</p> <p>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</p>	<b>Specific power given to Directors</b>



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	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	

ARTICLE NO.	INTERPRETATION	HEADING
	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	

ARTICLE NO.	INTERPRETATION	HEADING
	<p>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.</p> <p>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.</p> <p>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;</p>	
130.	<p>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.</p> <p>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 sametime.</p> <p>Subject to the provisions of Sections 197 &amp; 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.</p>	<p><b>MANAGING DIRECTORS</b>  <b>Power to appoint Managing and Whole-time Director</b></p>
131.	<p>a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>	<p><b>Proceedings of the Board</b></p>
132.	The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.	

ARTICLE NO.	INTERPRETATION	HEADING
133.	<p>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.</p> <p>b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>	
134.	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.	
135.	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.	
136.	<p>a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</p>	
137.	<p>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.</p> <p>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.</p>	<b>Delegation of Powers of Board to Committee</b>
138.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>	
139.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>	
140.	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.	
141.	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.	
142.	<p>Subject to the provisions of the Act,—</p> <p>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;</p> <p>b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.</p>	<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
143.	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.	

ARTICLE NO.	INTERPRETATION	HEADING
144.	a) The Board shall provide for the safe custody of theseal. 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.	<b>The Seal</b>
145.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	<b>Dividend</b>
146.	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.	
147.	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, thinksfit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as areserve.	
148.	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 theshares. 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 theshare. 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 dividendaccordingly.	
149.	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 theCompany.	
150.	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.	
151.	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.	
152.	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.	
153.	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 appropriatecases;	
154.	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	

ARTICLE NO.	INTERPRETATION	HEADING
	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.	
155.	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.	
156.	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.	
157.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.</p>	<b>Accounts</b>
158.	<p>Minutes Books of General Meetings</p> <p>a) The books containing the minutes of the proceedings of any general meeting of the Company shall;</p> <p>i. be kept at the registered office of the Company, and</p> <p>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.</p> <p>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.</p> <p>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.</p>	<b>Inspection of Statutory Documents of the Company</b>
159.	<p>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.</p> <p>b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—</p> <p>a. by any member or creditor without any payment of fees; or</p> <p>b. by any other person on payment of such fees as may be prescribed,</p> <p>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.</p>	<b>Register of charges</b>
160.	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	<b>Audit</b>



ARTICLE NO.	INTERPRETATION	HEADING
	<p>Annual General Meeting.</p> <p>b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made thereunder.</p> <p>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.</p> <p>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.</p>	
161.	<p>Subject to the provisions of Chapter XX of the Act and rules made there under—</p> <p>i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p>	<b>Winding up</b>
162.	<p>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.</p>	<b>Indemnity</b>
163.	<p>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.</p> <p>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 in expedient in the interests of the Company to disclose.</p>	<b>Secrecy</b>



WE THE SEVERAL PERSONS WHOSE NAMES, AND ADDRESSES AND DESCRIPTIONS AND OCCUPATIONS ARE SUBSCRIBED ARE DESIROUS OF BEING FORMED INTO A COMPANY IN PURSUANCE OF THESE ARTICLES OF ASSOCIATION, AND WE RESPECTIVELY AGREE TO TAKE NUMBER OF SHARES IN THE CAPITAL OF THE COMPANY SET OPPOSITE TO OUR RESPECTIVE NAMES BELOW,

S. No.	Name and Address of Subscriber	Description & Occupation	No. of Shares Taken (Equity)	Signature of Subscribers
1.	<b>SHRI JASHBHAI PATEL</b> S/o Shri Ishwarbhai Patel 42, Chhoti Gwaltoli, Indore (M.P.)	Business	10 (Ten)	Sd/- JI Patel
2.	<b>SHRI NAVINCHANDRA PATEL</b> S/o Shri jashbhai Patel 19, White Church Colony Indore (M.P.)	Business	10 (Ten)	Sd/- N Jashbhai
3.	<b>SHRI LAXMINANDAN AMIN</b> S/o Shri Dadubhai Amin 190, Jaora Compound, Indore (M.P.)	Business	10 (Ten)	Sd/- LD Amin
4.	<b>SHRI SURESH KUMAR PATEL</b> S/o Shri Jashbhai Patel 42, Chhoti Gwaltoli, Indore (M.P.)	Business	5 (Five)	Sd/- SJ Patel
5.	<b>SHRI PRAVINCHANDRA PATEL</b> S/o Shri Jashbhai Patel 42, Chhoti Gwaltoli, Indore (M.P.)	Business	5 (Five)	Sd/- PJ Patel
6.	<b>SHRI GIRISH KUMAR PATEL</b> S/o Shri Jashbhai Patel 42, Chhoti Gwaltoli, Indore (M.P.)	Business	5 (Five)	Sd/- GJ Patel

Sd/- GJ Patel  
Authorised representative and one of the subscribers

Total Number of Shares	(Forty Five Only)	45
Dated the 3 <sup>rd</sup> July, 1973	Description and occupation of the witness	Signature of the witness
Name and address of Witness to the above signatures	<b>LN Dube &amp; Co.</b> Chartered Accountant 104, Jawahar Marg, Indore - 2, (M.P.)	Sd/- LN Dube
Dated the 3 <sup>rd</sup> July, 1973	Witness to the signatures of the above Subscribers from S. No. 1 to 6. Sd/-Nathuram Kashiram Shukla, 40, South Gadrakhedi, Indore (M.P.)	

## SECTION IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of the above mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Prospectus until the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

#### Material Contracts

1. Offer Agreement dated August 31, 2017 between our Company, the Selling Shareholder and the Book Running Lead Manager.
2. Registrar Agreement dated August 31, 2017 between our Company and Registrar to the Offer.
3. Underwriting Agreement dated August 31, 2017 between our Company, the Selling Shareholder and the Underwriter viz. Book Running Lead Manager.
4. Share Escrow Agreement dated September 05, 2017 between our Company, the Selling Shareholder, the Book Running Lead Manager and the Share Escrow Agent.
5. Market Making Agreement dated August 31, 2017 between our Company, the Market Maker and the Book Running Lead Manager.
6. Bankers to the Offer Agreement dated August 31, 2017 amongst our Company, the Book Running Lead Manager, and Banker to the Offer and the Registrar to the Offer.
7. Tripartite agreement among the NSDL, our Company and Ankit Consultancy Private Limited dated November 2, 2012.
8. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated September 4, 2017.
9. Syndicate Agreement dated September 12, 2017 entered into between our Company, and the members of the Syndicate.

#### Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company along with certificates of incorporation as amended from time to time.
2. Securities Subscription, Purchase and Shareholders' Agreement between Pragati India Fund Limited, our Company, Mrs. Bhairavi Patel, Mr. Laxminandan Amin, Mr. Pratik Patel dated April 9, 2012.
3. Resolutions of the Board of Directors dated August 25, 2017 in relation to the Offer and other related matters.
4. Shareholders' resolution dated August 28, 2017 in relation to the Offer and other related matters.

5. Authorisation letter dated August 22, 2017 issued by the Selling Shareholder for Offer for Sale.
6. Annual Reports of our Company for the financial years 2017, 2016, 2015, 2014 and 2013.
7. Statement of Tax Benefits dated August 31, 2017 issued by our Statutory Auditors or Peer Reviewed Auditors namely Walker Chandiok & Co. LLP, Chartered Accountants.
8. Report of the Statutory Auditors of our Company, Walker Chandiok & Co. LLP, Chartered Accountants, dated August 31, 2017 on the Restated Financial Statements for the period ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 of our Company.
9. Consents of Selling Shareholder, Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors or Peer Reviewed Auditors, Internal Auditors, Bankers to the Company, Legal Advisor to the Offer, the Book Running Lead Manager, Registrar to the Offer, Underwriter, Market Maker, Banker to the Offer/Refund Banker to the Offer, to act in their respective capacities.
10. Due Diligence Certificate dated September 18, 2017 from Book Running Lead Manager to EMERGE Platform of NSE.

### **DECLARATION BY SELLING SHAREHOLDER**

We the under signed Selling Shareholder hereby certifies that all the statements made by the Selling Shareholder in this Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares offered by them in the Offer for Sale are true and correct.

**For and behalf of the Selling Shareholder**

Sd/-

**Name: Gowntamsingh Dabee**

**Administrator/ Authorised Signatory**

**Place: Mauritius**

**Date: 22 August, 2017**

### DECLARATION BY THE COMPANY

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in this Prospectus are true and correct.

#### Signed by all the Directors of Our Company

Name and Designation	Signature
Laxminandan Amin <i>Chairman &amp; Managing Director</i>	Sd/-
Pratik Patel <i>Managing Director</i>	Sd/-
Kasivishwanathan Mukundan <i>Nominee Director</i>	Sd/-
Axel Schutte <i>Non-Executive, Non-Independent</i>	Sd/-
Brij Mohan Maheshwari <i>Independent Director</i>	Sd/-
Sunita Kishnani <i>Independent Woman Director</i>	Sd/-
Durgalal Tuljaram Manwani <i>Independent Director</i>	Sd/-
Sunil Choksi <i>Independent Director</i>	Sd/-

#### Signed by Chief Financial Officer and Company Secretary & Compliance Officer of the Company

Sd/- Tushar Kharpade <i>Company Secretary &amp; Compliance Officer</i>	Sd/- Dharmendra Jain <i>Chief Financial Officer</i>
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**Place: Indore**

**Date: October 4, 2017**