



SHIVA GRANITO EXPORT LIMITED

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co.", pursuant to a deed of partnership dated July 16, 2007. The Constitution and Capital of the partnership firm was changed pursuant to supplementary agreement modifying the partnership deed dated October 11, 2008, April 1, 2015 and November 3, 2015. M/s Shiva Export Co. was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 in the name and style of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Rajasthan at Jaipur, on December 31, 2015 bearing registration no. 048974 and Corporate Identification Number U14200RJ2015PLC048974. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled 'General Information' and 'Our History and Certain Other Corporate Matters' beginning on page 74 and 180 respectively of this Prospectus.

Registered Office: 8, Bhatt ji Ki Baari, Udaipur-313001, Rajasthan, India. **Tel. No.** 0294 2427577; **Fax No.** 0294-2414463
Contact Person: Youshveer Singh Rathore, Company Secretary and Compliance Officer
Email: cs@shivaexport.in; **Website:** www.shivaexport.in

PROMOTERS OF OUR COMPANY: SURESH UPADHYAY AND ABHISHEK UPADHYAY

THE ISSUE
PUBLIC ISSUE OF 42,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF SHIVA GRANITO EXPORT LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 12 PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. 2 PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING RS. 504.00 LAKHS ("THE ISSUE"), OF WHICH 2,20,000 EQUITY SHARES OF FACE VALUE RS. 10 EACH FOR CASH AT A PRICE OF RS. 12 PER EQUITY SHARE, AGGREGATING RS. 26.40 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 39,80,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 12 PER EQUITY SHARE, AGGREGATING RS. 477.60 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 31.78% AND 30.12% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.
THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. 12 IS 1.2 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.
In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled 'Issue Procedure' beginning on page 303 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.
THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI ICDR REGULATIONS"). For further details please refer the section titled 'Issue Information' beginning on page 296 of this Prospectus.
RISKS IN RELATION TO FIRST ISSUE
This being the first public issue of the Issuer, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10 per Equity Share and the Issue price of Rs. 12 per Equity Share is 1.2 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager as stated in the chapter titled 'Basis for Issue Price' beginning on page 126 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.
GENERAL RISKS
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 17 of this Prospectus.
ISSUER'S ABSOLUTE RESPONSIBILITY
The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the Issuer and this Issue, which is material in the context of this Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.
LISTING
The Equity Shares of our Company offered through this Prospectus are proposed to be listed on the SME platform of BSE Limited ("BSE"). In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principal listing approval for the shares being offered in this Issue. However, our Company has received an approval letter dated July 14, 2016 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, SME Platform of the BSE shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED 406-408, Keshava Premises, Behind Family Court Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India Tel: +91-22 6194 6700 / 725 Fax: +91-22 2659 8690 Website: www.pantomathgroup.com Email: ipo@pantomathgroup.com Investor Grievance Id: investors@pantomathgroup.com Contact Person: Mr. Saahil Kinkhabwala SEBI Registration No: INM000012110	 BIGSHARE SERVICES PRIVATE LIMITED E2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East) Mumbai - 400 072, Maharashtra, India Tel: +91-22-4043 0200 Fax: +91-22-2847 5207 Email: ipo@bigshareonline.com Website: www.bigshareonline.com Investor Grievance Id: investors@bigshareonline.com Contact Person: Mr. Vipin Gupta SEBI Registration Number: INR000001385

ISSUE PROGRAMME	
ISSUE OPENS ON : TUESDAY, AUGUST 23, 2016	ISSUE CLOSES ON : MONDAY, AUGUST 29, 2016

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

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

SECTION I – GENERAL DEFINITION AND ABBREVIATION

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

Company related terms

Term	Description
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of our Company, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013.
Auditor or Statutory Auditor	The auditor or statutory auditor of our Company, being M/s. Nenawati & Associates, Chartered Accountants
Banker to our Company	Such banks which are disclosed as bankers to our Company in the chapter titled “ <i>General Information</i> ” on page 74 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, or committee(s) thereof
Company Secretary and Compliance Officer	Youdhveer Singh Rathore
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 holding Equity Shares of our Company
Group Companies	Such entities as are included in the chapter titled “ <i>Our Group Companies</i> ” beginning on page 205 of this Prospectus
ISIN	International Securities Identification Number. In this case being INE191V01015
“Memorandum of Association” or “Memorandum” or “MOA”	The Memorandum of Association of our Company, as amended from time to time
“Promoter”, “Promoters” or “our Promoters”	Promoters of our Company being Suresh Upadhyay and Abhishek Upadhyay
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations and as disclosed in the section “<i>Our Promoters and Promoter Group</i>” on page 200 of this Prospectus. The Promoter Group of our Company does not include relatives of Suresh Upadhyay and Abhishek Upadhyay viz Kaushala Vyas, Harshit Vyas, Divya Vyas, Vijaya Kanta Pundit, Manju Tripathi, Mahesh Sukhwal and Uma Tripathi and/or any entity(ies) in which these abovementioned persons, severally or jointly may have an interest.
Peer Review Auditor	Independent Auditor having a valid Peer Review Certificate, in our case being M/s. Doshi Maru & Associates, Chartered Accountants.
Registered Office	The Registered office of our Company situated at 8, Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan, India

Term	Description
RoC / Registrar of Companies	The Registrar of Companies, Jaipur at Corporate Bhawan, G/6-7, Second Floor, Residency Area Civil Lines, Jaipur-302001
Shareholders	Shareholders of our Company
“Shiva Granito Export Limited”, or “the Company” ,or “our Company” or “we”, “us”, “our”, or “Issuer” or the “Issuer Company”	Shiva Granito Export Limited, a public limited company converted from partnership firm under part I Chapter XXI of Section 366 of Companies Act, 2013

Issue Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allocation / Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants
Allotment / Allot / Allotted	Issue and allotment of Equity Shares of our Company pursuant to Issue of the Equity Shares to the successful Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges.
Allottee(s)	Successful Applicant(s) to whom Equity Shares of our Company have been allotted
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Prospectus. All the applicants should make application through ASBA only.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus
Application Intermediaries Collecting	1. a SCSB with whom the bank account to be blocked, is maintained 2. a syndicate member (or sub-syndicated member),if any. 3. a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)(‘broker’) if any 4. a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity) 5. a registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue
Application Supported by Blocked Amount/ASBA	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB
ASBA Account	Account maintained by an ASBA Applicant with a SCSB which will be blocked by such SCSB to the extent of the appropriate

Term	Description
	Application Amount of the ASBA Applicant and as defined in the Application Form.
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Udaipur
Banker(s) to the Issue/Public Issue account/Refund Banker	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account and Refund Banker will be opened and in this case being ICICI Bank Limited
Bankers to the Issue Agreement	Agreement entered on May 20, 2016 amongst our Company, Lead Manager, the Registrar and Banker to the Issue for collection of the Application Amount on the terms and conditions thereof
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 303 of this prospectus
Broker Centre	Broker centres notified by the Stock Exchanges, where the applicants can submit the Application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of BSE on the following link: http://www.bseindia.com/Static/Markets/PublicIssues/brokercentres.aspx?expandable=3
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and

Term	Description
	Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant/DP	A Depository Participant as defined under the Depositories Act, 1996
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such centres of the CDPs where Applicant can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated Date	The date on which the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the amount is unblocked in the ASBA Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted to the successful Applicants
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated Stock Exchange	SME Platform of BSE Limited
Draft Prospectus	The Draft Prospectus dated June 06, 2016 issued in accordance with section 26 of the Companies Act, 2013 and filed with the BSE under SEBI (ICDR) Regulations
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein
First / Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
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	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.
Issue/ Issue Size/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 42,00,000 Equity Shares of face value of Rs. 10/- each fully paid of Shiva Granito Export Limited for cash at a price of 12/- per Equity Share (including a premium of Rs. 2/- per Equity Share) aggregating Rs. 504 lakhs.

Term	Description
Issue Agreement	The agreement dated May 20, 2016 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing date	August 29, 2016
Issue Opening Date	August 23, 2016
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs.12/- per Equity Share of face value of Rs. 10 each fully paid.
Issue Proceeds/Gross Proceeds	Proceeds from the Issue that will be available to our Company, being Rs. 504.00 Lakhs
Lead Manager / LM	Lead Manager to the Issue in this case being Pantomath Capital Advisors Private Limited, SEBI registered Category I Merchant Banker
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the SME Platform of BSE Limited
Market Making Agreement	Market Making Agreement dated May 20, 2016 between our Company, Lead Manager and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Rikhav Securities Limited, who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The Reserved Portion of 2,20,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of 12/- per Equity Share aggregating Rs. 26.40 lakhs for the Market Maker in this Issue
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Net Issue	The Issue excluding the Market Maker Reservation Portion of 39,80,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of 12/- per Equity Share aggregating Rs.477.60lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
Non Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as

Term	Description
	defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue
Person / Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013.
Public Issue Account	Account opened with the Banker to the Issue i.e. ICICI Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations 2009.
Refund Account	Account to which Application monies to be refunded to the Applicants.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being ICICI Bank Limited.
Refund through electronic transfer of funds	Refund through ASBA process, as applicable
Registrar / Registrar to the Issue	Registrar to the Issue, in this case being Bigshare Services Private Limited having registered office at E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400 072
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/members/MembershipDirectory.aspx & http://www.nseindia.com/membership/dynaContent/find_a_broker.html
Retail Individual Investor	Individual Applicants, 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	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s)
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a

Term	Description
	list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries or at such other website as may be prescribed by SEBI from time to time
SME Platform of BSE	The SME Platform of BSE for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated May 20, 2016 entered into between the Underwriter and our Company
Working Day	All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January, 2016

Technical and Industry Related Terms

Term	Description
AIGSA	All India Granites and Stone Association
ARMs	Additional Revenue Measures
ASPIRE	A scheme for Promoting Innovation and Rural Entrepreneurs
BBB	Better Business Bureaus
BMW	Bayerische Motoren Werke AG
BSE	Bombay Stock Exchange
BSE SENSEX	Sensex is an index; market indicator of the position of stock that is listed in the BSE (Bombay Stock Exchange)
CAP	Corrective Action Plan
CGTMSE	Credit Guarantee Trust Fund for Micro and Small Enterprises
CLCSS	Credit Linked Capital Subsidy Scheme
CPI	Consumer Price Index
Credit Suisse	Credit Suisse Business Analytics India
CSO	Central Statistics Office
DoNER	Development of North Eastern Region
EMDEs	Emerging Market and Developing Economies
EMEs	Emerging Market Economies
FDI	Foreign Direct Investment
FPI	Foreign Portfolio Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HTC	HTC Corporation
IBEF	India Brand Equity Foundation
IIP	Index of Industrial Production
IMF	International Monetary Fund
JV	Joint Venture

Term	Description
MAT	Minimum Alternative Tax
MOH	Measurement of Hardness
M-o-M	Month-On-Month
MoS	Minister of State
MSECDP	Micro and Small Enterprises- Cluster Development Programme
MSMEs	Micro, Small and Medium Enterprises
MUDRA	Micro Units Development & Refinance Agency Ltd.
MYEA	Mid-Year Economic Analysis
NITI Aayog	The National Institution for Transforming India Aayog
NMP	National Manufacturing Policy
OGL Scheme	Open General License Scheme
OIL	Oil India Limited
ONGC	Oil and Natural Gas Corporation
PC	Pay Commission
PMEGP	Prime Minister's Employment Generation Programme
PMI	Purchasing Managers' Index
PMMY	Pradhan Mantri MUDRA Yojana
PMO	Prime Minister's Office
PPP	Purchasing Power Parity
RIRI	Rational Investor Ratings Index
SFURTI	Scheme of Fund for Regeneration of Traditional Industries
SiO ₂	Silicon dioxide
SMEs	Small And Medium Enterprises
TADF	Technology Acquisition and Development Fund
UAM	Udyog Aadhaar Memorandum
UAN	Udyog Aadhaar Number
UK	United Kingdom
UP	Uttar Pradesh
US Fed	United States Federal Reserve
US\$/ US dollar	United States Dollar, the official currency of United States of America
US/ U.S./ USA	United States of America
WEO	World Economic Outlook
WPI	Wholesale Price Index

Conventional and General Terms / Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investments Fund
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited

Term	Description
CFO	Chief Financial Officer
CMD	Chairman and Managing Director
CIN	Corporate Identification Number
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Ownership Plan
ESPS	Employee Stock Purchase Scheme
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII(s)	Foreign Institutional Investors
Fis	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FPI(s)	Foreign Portfolio Investor
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
F.Y./FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI/ Government	Government of India
HNI	High Networth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India

Term	Description
IFRS	International Financial Reporting Standards
IPO	Initial Public Offering
IT Rules	The Income Tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
Key Managerial Personnel / KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “Our Management” beginning on page 184 of this Prospectus
LPH	litre per hour
Ltd.	Limited
MD	Managing Director
Mtr	Meter
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
Ongoing	Ongoing means where approval have been received and development & marketing have started.
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957

Term	Description
SCSB	Self Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange(s)	SME Platform of BSE Limited
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
Upcoming	Plan approval is pending but development right has been signed
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA/United States	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India
WDV	Written Down Value
WTD	Whole-time Director
w.e.f.	With effect from
YoY	Year over year

Notwithstanding the following: -

- In the section titled “*Main Provisions of the Articles of Association*” beginning on page 347 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the section titled “*Financial Statements*” beginning on page 212 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the section titled “*Risk Factors*” beginning on page 17 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 128 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter; and
- In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 261 of this Prospectus, defined terms shall have the meaning given to such terms in that section.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements as Restated*” beginning on page 212 this Prospectus. As the Company was a partnership firm up to and including December 30, 2015, we have recast the financial statements of the partnership accounts to proforma accounts in the form required under revised schedule VI of the Companies Act for the purpose of Prospectus.

Our fiscal year commences on April 1 of each year and ends on March 31 of the next year. All references to a particular fiscal year are to the 12 month period ended March 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 section titled “*Financial Statements as Restated*” beginning on page 212 of this Prospectus.

CURRENCY OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

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

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

Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified by the Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section Risk Factors on page 17. 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 sectors/areas in 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;and
- Changes in government policies and regulatory actions that apply to or affect our business.

For a further discussion of factors that could cause our actual results to differ, refer to section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 17 and 261 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

SECTION II – RISK FACTORS

RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries.

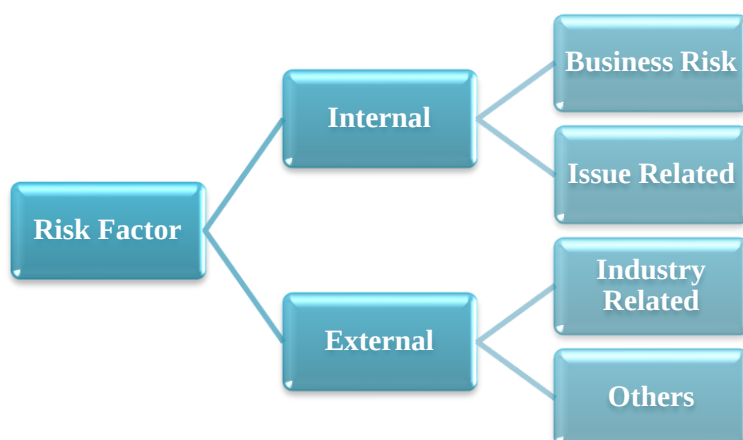
The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

To obtain a complete understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 151, “Our Industry” beginning on page 130 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 261 respectively, of this Prospectus as well as other financial information contained herein.

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 3 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.



Internal Risk Factors

Business Specific:

1. ***We have a very limited operating history of our manufacturing operations, which may make it difficult for investors to evaluate our historical performance or future prospects. Further our restated financials reflects losses in the previous financial years***

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007 and was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015. Our manufacturing operations started in 2013. Our Company being a partnership firm earlier had not provided for depreciation cost in the financial statements. While recomputing profits and losses for the purpose of restated financial statements due to provision of depreciation, the resulting figure reflected losses in previous financial years. We have very limited operating history from which one can evaluate our business, future prospects and viability. Our future revenues and profitability are difficult to estimate and could fluctuate significantly and as a result the price of our equity shares may be volatile. For further details, see the section titled "Our History and Certain Corporate Matters" and "Financial Statements as Restated" at page 180 and 212 respectively of this Prospectus.

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

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

Amount (Rs. in lakhs)

Particulars	As at March 31				As at December 30, 2015	As at March 31,2016
	2012	2013	2015	2014		
A. Current Assets						
Inventories	-	-	269.81	335.17	433.35	224.12
Trade Receivables	-	-	97.36	618.97	237.98	432.36
Cash and Cash Equivalents	3.90	19.61	1.38	0.58	0.37	0.94
Short Term Loans & Advances	22.23	58.56	75.06	96.27	136.19	104.12
Other Current Assets	-	0.43	0.81	0.37	0.35	0.41
B. Current Liabilities						
Short Term Borrowings	-	269.24	232.65	256.47	251.15	239.64
Trade Payables	-	34.57	73.79	221.09	186.84	136.37
Other Current Liabilities	-	180.65	185.95	110.01	132.91	152.60
Short Term Provisions	-	-	-	-	-	0.03
Working Capital (A-B)	-	484.46	492.39	587.56	570.91	528.65
Inventories as % of total current assets	0.00%	0.00%	60.71%	31.88%	53.62%	29.41%
Trade receivables as % of total current assets	0.00%	0.00%	21.91%	58.87%	29.44%	56.74%

Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “Objects of the Issue” beginning on page 119 of this Prospectus.

3. Our business of manufacture and dealing of God & Goddess Statutes/Deities depends on the exclusive designs of the same and our dependency upon artisans who make the God & Goddess Statutes/ Deities is of crucial importance.

God & Goddess statues provide the feeling of warmth and wellness due to its attractive and creative designs. Everyone understands the importance of placing such exclusively designed statues of deities in their home. The importance of design in such God & Goddess Statutes/ Deities is of crucial importance in defining their commercial market and marketability. There are many local artisans available in the industries who are engaged in bringing forth an exclusive ambit of God & Goddess statues/ Deities. Exclusive designs of God & Goddess Statutes/ Deities commands higher price in the competitive market. Customers expect and creative designs in God & Goddess Statutes/ Deities. Our failure to cater the most exclusive designs of God & Goddess Statutes/ Deities to our valuable customers will affect scalability of our business. Lack of creativity in the designs of God & Goddess Statutes/ Deities may affect the customer preference for our products, thereby impacting our revenue from operations. Our business of manufacturing/ processing of God & Goddess Statutes/ Deities depends on artisans who make them with creativity and fineness. There is no assurance of timely supply of God & Goddess Statutes/ Deities as it is completely dependent on human creativity and efforts. Supply of quality God & Goddess Statutes/ Deities depends on artisans availability and their work.

4. Our Company has a negative cash flow in its operating activities as well as investing activities in the past 5 years, details of which are given below. Sustained negative cash flow could impact our growth and business.

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

(Rs. In Lakhs)

Particulars	As at March 31				As at December 30, 2015	As at March 31, 2016
	2012	2013	2014	2015		
Cash Flow from / (used in) Operating Activities	37.71	177.96	(304.97)	(366.54)	338.49	37.70
Cash Flow from / (used in) Investing Activities	-	(858.88)	(483.95)	(42.32)	(14.08)	(7.22)
Cash Flow from / (used in) Financing Activities	(34.94)	696.63	770.69	408.06	(324.63)	(29.91)

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

5. Our Company has lost certain statutory records including Books of Accounts for the period beginning from formation of Partnership.

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007 and was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015. An employee of the Company was carrying certain records of the Company on motorcycle and has misplaced the record in transit. Our Company lodged a first information report (FIR) with the jurisdictional police station. Even, duplicate copies of certain records could not be retrieved from the consultants who are handling the professional work of our Company. We have not received any notices from any regulatory authority for any non-compliance till date. However, we cannot assure that no penal action will be taken against us by any statutory authority. Further, our Company may not be in a position to attend to and / or respond appropriately to any legal or business matter due to lack of lost records and to that extent the same could affect our Company adversely.

6. Presently one of our directors is involved in a civil suit, any adverse decision in same may impact our Company.

Presently, there are no legal proceedings pending against our Company, group companies or directors; however we cannot assure you that there will be no legal proceedings against our Company or director in future. Also, one of our independent directors has filed a suit in Civil Court, Udaipur, any adverse decision in same may affect our company. Also, in the past we have been penalised by Commercial Tax Department, we cannot assure that such penalties will not be imposed on us in future. A brief summary of cases is reproduced below for your ready reference:

Also, there is no assurance that in future we, our directors or group companies may not face legal proceedings; any adverse decision in the such legal proceedings may impact our business. For further

details in relation to legal proceedings involving our Company, Promoters and Directors, see the Chapter entitled “Outstanding Litigation and Material Developments” on page 273.

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints under Section 138 of NI Act, 1881	Aggregate amount involved (Rs. In lakhs)
Company							
By the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoters							
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies							
By Group Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Directors other than promoters							
By the Directors	Nil	1	Nil	Nil	Nil	Nil	11.00
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries							
By the Subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Against the Subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

7. Significant business of God & Goddess Statues/deities is with customers at doorstep and on cash basis.

We operate in retail business of God & Goddess Statues/deities which are made through customers at our doorstep. These sales are cash sales which forms major portion of our revenue of God & Goddess Statues/ Deities. Since there is cash involved, there can be chance of duplicate notes, burglary etc. Theft or misappropriation of cash may be assisted by suppression, falsification or

destruction of accounting records, or where no initial records are created at all. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation.

Further Our Company purchases marbles, stones, semi finished statues in cash, which may not be allowed as deductible expense under the Income-tax Act, 1961. We have not received any notice from Income Tax or any regulatory authority, however there can be no assurance that we will not be subject to any liabilities. Such non-compliance may render us liable to penalties and other regulatory actions.

8. *Downturns in the construction industry and reversal of trend in foreign direct investments in real estate could adversely impact end-consumers and lower demand for quartz slab, which in turn could cause our revenues and net income to decrease.*

In the last few years we have been experiencing a growth in our business in quartz slab segment, mainly on account of an upward trend in the real estate market due to favourable government policies, increasing level of disposable income, falling interest rates etc. In the future if the real estate industry is affected adversely, it could adversely impact our business and profitability. Governmental policies have recently been relaxed so as to allow foreign direct investments in the real estate sector. Any reversal in such foreign direct investment policies could adversely impact our business and profitability. Further our products are primarily used for residential purpose and are mostly sold into the home renovation and more particularly for kitchen counter tops. As a result, our sales depend significantly on home renovation and remodelling spending, as well as new residential construction spending, and some extent to non-residential construction spending. If these trends do not continue or change and we are not able to match it than we may be unable to grow our business and our revenues and net income may be adversely affected.

9. *We are dependent upon mining industry, as quartz stone is one of our major raw material*

Manufacturing of quartz slab or processing of quartz powder requires quartz stones. Quartz stones are mined. We are thus dependent upon mining Industry and any change in regulations or any factor affecting its operation which in turn may affect our supply of raw material and thus may impact our own growth prospects and may result in decline in profits and turnover of sales.

10. *We have a contingent Liability in our restated financials as at March 31, 2016 with respect to Export Commitments. Inability to meet the Export commitments under EPCG may lead to the levy of penalties*

Certain Capital goods have been imported at concessional duty under various licenses pursuant to the Export Promotion Capital Goods (EPCG) scheme pursuant to which we have availed duty concession to the extent of Rs.1,03,35,429/- on purchase of plant & machinery. As a result we are under an obligation to export products worth US \$ 15,54,199.84 within a period of eight years from the date of licence i.e. June 18, 2012. We cannot assure that we would be able to continue exporting in future and meet complete export obligation within the stipulated period. In case we are unable to meet the above commitment, we will be liable to a retrospective levy of import duty on items previously imported at a concessional duty. Additionally, the respective authorities have rights to levy penalties and / or interest for any defaults on a case-by-case basis. Such non compliance of Statutory due may lead to penalty, resulting in a material adverse effect on our business, financial condition and results of operations.

11. *An increase in the prices of our basic raw materials i.e. Anhydride, Styrene etc., will raise our manufacturing costs for making resins and could adversely affect our profitability.*

We have no control on the prices of our basic raw material viz. Anhydride, Styrene. in making resins. The prices of these raw materials could fluctuate due to availability and demand. In the recent past,

there have been wide fluctuations in the prices of our raw material. Such fluctuations in prices of raw material and our inability to negotiate at optimum market rates may affect our profitability.

We typically do not enter into any long term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure our raw material. We also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of raw material may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations.

12. We are subject to risks arising from exchange rate fluctuations.

Importing of raw materials Anhydride , Styrene etc. exposes us to foreign exchange risk Exporting of our goods helps us gain a foreign exchange earnings and outgo in terms of FOB value of exports. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Fluctuations in the exchange rates may affect the Company to the extent of cost of goods sold or purchased in foreign currency terms. Any adverse fluctuations with respect to the exchange rate of any foreign currency for Indian Rupees may affect the Company's profitability, since a part of sale of quartz slab is sold in international markets and raw material is purchased from International markets.

13. Our revenues of quartz slab/resin are majorly derived from third-party distributors, and distributors' actions may have an adverse effect on our business and results of operations. third-party distributors

We rely on third-party distributors for selling quartz slab and we depend on the success of their selling and marketing efforts and we may be unable to devote adequate resources to selling, marketing and servicing our products directly. In addition, we have less control in markets where we sell through distributors than in markets where we distribute directly. The actions of our distributors could also harm our company reputation in the marketplace. Any disruption in our distribution network could have a negative effect on our ability to sell our products which could materially and adversely affect our business and results of operations.

14. Our business may be affected by changes in consumer preferences or the development of alternative of quartz slab/countertop products.

The majority of our end-consumers are those re-facing or replacing kitchen countertops, and to some extent to bathroom countertops and surfaces and other applications. Factors that strongly affect consumer purchasing decisions include popular home interior design trends, product quality, price, slab width, product line breadth, design leadership, time to market, customer service and distribution coverage. If we are unable to anticipate or react quickly to changes in consumer preferences in these areas, we may lose market share and our results of operations may suffer. In the future, consumers may not place as much value on quartz surfaces, which could reduce our market share or require us to lower our prices. End-consumers' preferences may change in response to poor installations of our products by third parties, including fabricators and installers, which we do not control. Widespread or publicized inferior installations of our products could have a material adverse impact on our brand. End-consumers' demand for our products could change if a serial manufacturing defect is identified in our products, which could harm our reputation in the marketplace. The development of a new surface material that decreases consumers' demand for quartz products may also result in a loss of market share and our results of operations may suffer. If we are unsuccessful in competing against a new surface material, we could lose future sales and market share, which would have an adverse impact on our revenues, profitability and cash flows.

15. *Introduction of alternative products may reduce demand for our existing products and may adversely affect our profitability and business prospects*

Our Products are majorly used for residential purpose and are mostly sold into the home renovation and more particularly for kitchen counter tops. Our customers may decide to seek alternative like granites coupled with the development of more alternatives, which may adversely affect our business and profitability if we are not able to respond to these changes. Our ability to anticipate changes in technology and to develop and introduce new and enhanced products successfully on a timely basis will be a significant factor in our ability to grow and to remain competitive. We cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our products will not become obsolete. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance and delays in product development. Further, any substantial change in the spending habits of consumers who are end users of where our products are used, business of our customers will affect which in will affect the demand for our products. Any failure on our part to forecast and / or meet the changing demands will have an adverse effect on our business, profitability and growth prospects.

16. *Our Company is dependent on third party transportation providers for the delivery of finished products especially quartz slab and God & Goddess Statutes/deities and any disruption in their operations or a decrease in the quality of their services could affect our company's reputation and results of operations*

Our Company uses third party transportation providers for delivery of finished products. Our products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of goods may have an adverse effect on our business and results of operations. In addition 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.

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

17. *The Promoter Group of our Company does not include Kaushala Vyas, Harshit Vyas, Divya Vyas, Vijaya Kanta Pundit, Manju Tripathi, Mahesh Sukhwal and Uma Tripathi and/or any entity(ies) in which these persons may have an interest.*

The Promoter Group of our Company does not include certain relatives of our Promoters, namely, Kaushala Vyas, Harshit Vyas, Divya Vyas, Vijaya Kanta Pundit, Manju Tripathi, Mahesh Sukhwal and Uma Tripathi and/or any entity(ies) in which they severally or jointly may have an interest. They have refused to provide any information pertaining to them or any such entities. A declaration has been provided by the Promoters excluding the above person/entities from Promoter Group. Apart from the said declaration, there are no formal disassociation arrangements between them.

18. *There are no supply agreements for the raw materials with our vendors/suppliers. Our Business may be adversely affected if there is any disruption in the raw material supply or due to non availability of raw material.*

We do not have written agreements with our vendors/suppliers and operate on a purchase order system. Due to the absence of any formal contract with our vendors/suppliers, we are exposed to the risks of irregular supplies or no supplies at all and delayed supplies which would materially affect our

results of operations. In the event of any disruption in the raw materials supply or the non availability of raw material from alternate source, the production schedule may be adversely affected impacting the sales and profitability of the Company.

19. *We do business with our customers on purchase order basis and do not have long-term contracts with most of them.*

Our business is conducted on purchase order basis, depending on the requirements of the client preferences and demand. We do not have long-term contracts with most of our customers and there can be no assurance that we will continue to receive repeat orders from any of them, including our long-standing customers. Further, even if we were to continue receiving orders from our clients, there can be no assurance that they will be on the same terms, and the new terms may be less favourable to us than those under the present terms.

20. *Our top 5 customers in sales of resins, quartz slab and quartz powder constitutes around 57.52% and top 10 customers contributes more than 78% of our revenue from operations*

As per our current business model, our Company has a limited customer base as we generate our sales of resins, quartz slab and quartz powder by our third party distributor and large companies generally for further sale to retailers. For the year ended March 31, 2016 our top 5 customers contributed around 57.52% and top 10 customers contributed more than 78% of our sales. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. Although, we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, we cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations. However, the composition and revenue generated from these customers might change as we continue to add new customers in the normal course of business.

21. *We depend on our Directors, senior management team and other skilled and experienced personnel to operate our business effectively, and the loss of any of these individuals could adversely affect our business and our future financial condition or results of operations.*

We are dependent on the skills and experience of our senior management team and other skilled and experienced personnel. These individuals possess managerial, sales, marketing, manufacturing, logistical, financial and administrative skills that are important to the operation of our business. The loss of any of these individuals or an inability to attract, retain and maintain additional personnel could prevent us from implementing our business strategy and could adversely affect our business and our future financial condition or results of operations. We cannot assure you that we will be able to retain all of our existing senior management personnel or to attract additional qualified personnel when needed. Further, our success is substantially dependent on the expertise and services of our Directors, Promoters and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

- 22. *We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. Some of the approvals are required to be transferred in the name of Shiva Granito Exports Limited from M/s. Shiva Exports Co., the failure to obtain or apply for change of name for them in a timely manner may adversely affect our operations.***

We require a number of approvals, licenses, registrations and permits for our business. Additionally, we may need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. Further a complete series of approvals is required to be obtained for our manufacturing unit.

Also, we were a partnership firm in the name of M/s Shiva Exports Co. which was carrying business of manufacturing of Engineered Quartz Stone Slabs, Resin and Quartz powder as well as exporting all kinds of marble and granites. As per Companies Act, 2013, a partnership firm can be converted into company. After complying with the relevant procedure of Companies Act, 2013 the said partnership firm M/s Shiva Export Co was converted into a public limited company of M/s Shiva Granito Export Limited. We have applied for transfer of certain approvals which are still in the name of partnership firm, in the name of company. In case we fail to obtain the same in name of the company, it may adversely affect our business or we may not be able to carry our business. Additionally our company has not applied for change of name of the pending approvals mentioned in the chapter “Government and Other Statutory Approvals” on page 280 of this Prospectus.

If we fail to obtain/convert any applicable approvals, licences, registrations and permits in a timely manner, we may not be able to expand our business on time, or at all, which could affect our business and results of operations. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business, financial condition, results of operations and prospects. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action.

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

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

- 24. *Our manufacturing units and registered office are not owned by us. In the event, we are unable to renew the lease/rent agreements, or if such agreements are terminated, we may suffer a disruption in our operations.***

We do not own the manufacturing Units situated at village Vana, near Mangalwad, Udaipur-Dabok Road, Rajasthan, from where we manufacture our products and registered office situated at 8, Bhatt ji ki Baari, Udaipur-313001, Rajasthan. We have taken the premises for manufacturing on lease which

is valid until December 31, 2028 from our group Company, Shiva Explosives India Private Limited and have taken the registered office premises on rent from our promoter director Suresh Upadhyay. If we do not comply with certain conditions of the lease/rent agreement it may lead to termination of the lease/ rent agreement, which could have an adverse affect on our operations and there can be no assurance that renewal of lease/ rent agreement with the owner of the land/ premises will be entered into. In the event of non-renewal of lease/rent agreement, there can be no assurance that the arrangement we enter into would be on such terms and conditions as the present one.

25. Advancement in technology may render our current technologies, facilities and machineries obsolete or require us to make substantial capital investments towards the same.

Modernization and technology up-gradation is essential to provide better products. The industry in which we operate is subject to significant technological advances, with the constant introduction of new and enhanced products and significant price competition. Our ability to adopt new technology to respond to new and enhanced products poses a challenge in our business. Although we strive to keep our technology, facilities and machineries with the latest standards, the technologies, facilities and machineries we currently employ in our business may become obsolete and we may not have the adequate resources to make capital investments. We cannot assure that we will be able to successfully make timely and cost-effective enhancements and additions to our technological infrastructure, keep up with technological improvements in order to meet our customers' needs or that the technology developed by others will not render our products less competitive or attractive. Further, our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs and lead to us being less competitive in terms of our prices or quality of products we sell. The costs of implementing new technologies or upgrading our existing technology could be significant which could adversely affect our business, results of operation and thereby affecting our cash flows and financials.

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

Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, formulate a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios.

There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans.

Though these covenants are restrictive to some extent for us, however it ensures financial discipline, which would help us in the long run to improve our financial performance.

27. Our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, workmen's compensation etc. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.

We attempt to maintain insurance against losses which could occur on account of factors like accidents leading to injury, other natural and man made causes of accidents, damage to production facilities and the environment. There could be situations where our insurance policies may not be sufficient in covering all the losses which we may suffer. If we suffer an event for which we are not

adequately insured, there is a risk that it could have a material adverse effect on our business, results of operations and financial condition.

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

28. *We may face risks of litigation and liability claims on environmental, product liability and other matters, the extent of such exposure can be difficult or impossible to estimate and which can negatively impact our financial condition and results of operations.*

Our manufacturing facility and operations are subject to numerous laws and regulations of the State of Rajasthan relating to pollution and the protection of the environment, including those governing emissions to air, discharges to water, soil and water contamination, purchase, use, storage and transport of hazardous materials, storage, treatment and disposal of waste and protection of worker health and safety. Liability under these laws involves inherent uncertainties. We are also subject to environmental laws and regulations, including but not limited to:

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

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

Violations of environmental, health and safety laws are subject to civil, and, in some cases, criminal sanctions. We may not have been, or may not be, at all times, in complete compliance with all requirements, and we may incur material costs or liabilities in connection with such requirements, or in connection with remediation at site we own. Continued government and public emphasis on environmental issues can be expected to result in increased future investments for environmental controls at ongoing operations, which could negatively impact our financial condition and results of operations.

We use various substances in our products and manufacturing operations which have been or may be deemed to be hazardous or dangerous. We cannot predict whether we may become liable under environmental and product liability statutes, rules, regulations and case. The amount of any such liability in the future could be significant and may adversely impact our financial condition and results of operations.

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

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

Our industry being labour intensive, demands several labourers to maintain a smooth and stable production timeline. We employ contract labourers for carrying out our manufacturing process by way of entering into contracts for a fixed period, subject to renewal options. There can be no assurance that the relevant contractors will renew any of such contracts in time or at all. Any delay in renewals or non-renewal of contracts on time shall affect the manufacturing timeline and thereby affecting our revenue from operations. Further, these contracts are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions, which may lead to cancellation, revocation or termination of relevant contracts. Further Our Company has not complied with the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 for the contract labourers which we have employed. Such non-compliance may render us liable to penalties and other regulatory actions under the Contract Labour (Regulation and Abolition) Act, 1970.

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

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

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

31. Our operations may be adversely affected in case of industrial accidents at any of our production facilities.

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

32. Our logo is currently not registered under the Trade Marks Act, 1999.

Currently, we do not have a registered trademark over our name and logo  under the Trade Marks Act, 1999, and consequently do not enjoy the statutory protections accorded to a trademark registered in India. In the absence of such registration, competitors or other companies

may challenge the validity or scope of our intellectual property. Unless our trademarks are registered, we may only get passing off relief for our marks if used by others, which could materially and adversely affect our brand image, goodwill and business.

- 33. *Our Company has incurred certain clerical/typing errors in filing forms and has delayed in filing forms including forms relating to Conversion and incorporation with Registrar of Companies under Companies Act, 2013. Such erroneous filing may attract penalties.***

Our company has incurred certain errors in filing in forms filed with RoC including Conversion and incorporation forms with Registrar of Companies. Such non-compliance may in the future render us liable to statutory penalties, which may have consequence of violation of statutory provisions concerned.

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

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

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

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

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

Our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding us, our products i.e., Quartz powder, Resin and Quartz Slab could adversely affect our reputation and our results of operations. Challenges to the conflict-free status of Quartz Slab used in our Engineered Stone/artificial stone/Countertop industry and sold by us may result in a negative change in consumer attitudes and could result in negative publicity, having a material adverse effect on our business, financial condition and results of operations.

- 37. *We have issued Equity Shares in the last twelve months, the price of which may be lower than the Issue Price.***

Our Company has issued 20,15,050 Equity shares through Subscription of Memorandum in the last twelve months which were issued at price lower than the Issue price. For further details of Equity Shares issued, please refer to chapter titled, 'Capital Structure' beginning on page 81 of this Prospectus.

- 38. *Our Group Companies are authorised to engage in a similar line of business as us, which could create conflicts of interest which may have an adverse effect on our business.***

Our Group Companies are authorised under their constitutional documents to engage in a similar line of business as we do. For more details regarding these Group Companies, see the section titled “Our Group Companies” on page 205 of this Prospectus. Although, as on date, these Group Companies do not carry out any business activities, we have not entered into any non compete or similar arrangement with these Group Companies or otherwise with our Promoter. Accordingly, there can be no assurance that these Group Companies will not in future engage in any competing business activity or acquire interests in competing ventures. If so, conflict of interest may arise in the future and in the absence of a non compete arrangement, we may not be able to suitably resolve any such conflict without an adverse effect on our business or operations. In a situation where a conflict of interest may occur between our business and the business activities of these entities, it could have an adverse effect on our business, prospects, results of operations and financial condition

39. *Some of our Group companies are non operational or have incurred loss in the past.*

Non-operational business or sustained financial loss of our Group Entities may not be perceived positively by external parties such as customers, bankers, suppliers etc, which may affect our credibility and business operations. Our Group Entities, Jagat Explosives Private Limited, Semicon Technology India Private Limited are non operational due to unfavourable business conditions Further Shiva Explosives India Private Limited have suffered loss in the past. There can be no assurance that our Group entity(ies), or any other ventures promoted by our Promoters, will not incur losses in any future periods, or will be successful, or that there will not be an adverse effect on our reputation or business as a result of such losses or non operational. For details please refer Chapter titled “Our Group Companies” beginning on page 205 of this Prospectus.

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

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on pages 81 and 184, respectively, of this Prospectus

41. *Our Company has unsecured loans from promoters/promoter group/group companies which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows.*

As at March 31, 2016 our Company has unsecured loans amounting to Rs. 13.70 lakhs that are repayable on demand to the relevant lenders. Such loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

For further details of unsecured loans of our Company, please refer ‘Chapter titled “Financial Statements as Restated” beginning on page 212 under the chapter ‘Auditors’ Report and Financial Information of Our Company’ of the Prospectus.

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

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “Objects of the Issue” beginning on page 119 of this Prospectus.

43. 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 Issue.

Business models of some of the listed companies which undertake certain business, which may be considered similar to our business are not comparable to our business model based on (i) percentage of contribution made by BOT, EPC and other activities to the total revenue of these listed companies; and (ii) nature and extent of activities in diverse sectors undertaken by these listed companies. Therefore, there are no listed companies that may be considered as the peer group of our Company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page 211 of this Prospectus.

45. Within the parameters as mentioned in the chapter titled ‘Objects of this Issue’ beginning on page 119 of this Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue and is not subject to monitoring by any Independent agency. The fund requirement and deployment mentioned in the ‘Objects of the Issue’ have not been appraised by any bank or financial institution.

We intend to use entire fresh Issue Proceeds towards working capital requirement and for general corporate purpose. We intend to deploy the Net Issue Proceeds in financial year 2016-17 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the fresh Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc. For further details on the use of the Issue Proceeds, please refer chapter titled “Objects of the Issue” beginning on page 119 of this Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled ‘Objects of the Issue’ beginning on page 119 of this Prospectus, the

Management will have significant flexibility in applying the proceeds received by our Company from the Issue and is not subject to monitoring by any Independent agency. However, the Company shall comply with Section 27 of the Companies Act, 2013 before varying the 'Object of the Issue'. Our Board of Directors will monitor the utilisation of the proceeds of this Issue.

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

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

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

After completion of the Issue, our Promoters and Promoter Group will collectively own 68.22% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

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

Our Company has entered into certain transactions with our related parties including our Promoters, the Promoter Group, our Directors and their relatives. While we believe that all such transactions have been conducted on the arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to section "Related Party Transactions" in Section "Financial Statements as Restated" beginning on page 212 of this Prospectus.

Issue related risk

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

Once listed, we would be subject to circuit breakers imposed by stock exchange in India i.e. BSE Limited, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit

breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

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

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

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

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

The Issue Price of our Equity Shares has been determined by fixed price method. This price is based on numerous factors (For further information, please refer chapter titled "*Basis for Issue Price*" beginning on page 126 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

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

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading

in the Equity Shares will commence, within the time periods specified in the Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchange, we are required to refund all monies collected to investors.

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

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

EXTERNAL RISK FACTORS

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

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

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India, if securities transaction tax has been paid on the transaction. Any gain realised on the sale of shares held for more than 36 months to an Indian resident, which are sold other

than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of equity shares held for a period of 36 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, may be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

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

As stated in the reports of the Auditor included in this Prospectus under chapter “*Financial Statements as restated*” beginning on page 212, the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

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

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

- Custom duties on imports of raw materials and components;
- Excise duty on certain raw materials and components;
- Central and state sales tax, value added tax and other levies; and
- Other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time.

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

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

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

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

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

60. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which our company operates contained in the Prospectus.*

While facts and other statistics in this Prospectus relating to India, the Indian economy and the industry in which our company operates has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled 'Our Industry' beginning on page 130 of the Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

The Indian securities markets are smaller than securities markets in more developed economies and the regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. Further, the Indian stock exchanges have experienced volatility in the recent times. The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading and limited price movements. A closure of, or trading stoppage on the SME Platform of BSE could adversely affect the trading price of the Equity Shares.

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

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

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

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

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

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

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

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

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

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

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

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

Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

PROMINENT NOTES

1. Public Issue of 42,00,000 Equity Shares of face value of Rs. 10/- each of our Company for cash at a price of Rs. 12/- per Equity Share including a premium of Rs.2/- per Equity Shares ("Issue Price") aggregating upto Rs. 504.00 Lakhs, of which 2,20,000 Equity Shares of face value of Rs. 10/- each will be reserved for subscription by Market Maker to the Issue ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 39,80,000 Equity Shares of face value of Rs. 10/- each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 31.78% and 30.12%, respectively of the post Issue paid up equity share capital of the Company.
2. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "General Information" beginning on page 74 of this Prospectus.
3. The pre-issue net worth of our Company was Rs. 812.74 lakhs as at March 31, 2016. The book value of each Equity Share was Rs.9.02 as on as at March 31, 2016 as per the restated financial statements of our Company. For more information, please refer to section titled "Financial Statements as Restated" beginning on page 212 of this Prospectus.
4. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Suresh Upadhyay	86,22,671	11.54
Abhishek Upadhyay	17,329	10.00

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled "Capital Structure" beginning on page number 81 of this Prospectus.

5. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer Annexure "34" "Related Party Transaction" under chapter titled "Financial Statements as restated" beginning on page 212 of this Prospectus.
6. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled "Issue Structure" beginning on page 301 of this Prospectus.
7. Except as disclosed in the chapter titled "Capital Structure", "Our Promoter and Promoter Group", "Our Management" and "Related Party Transaction" beginning on pages 81, 200, 184 and 210 respectively, of this Prospectus, none of our Promoters, Directors, Group Companies or Key Management Personnel has any interest in our Company.
8. Except as disclosed in the chapter titled "Capital Structure" beginning on page 81 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.
9. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
10. Investors are advised to refer to the chapter titled "Basis for Issue Price" beginning on page 126 of the Prospectus.
11. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our

Company during the period of six months immediately preceding the date of filing of this Prospectus with the Stock exchange.

12. Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007. The constitution and capital of the partnership firm was changed pursuant to supplementary agreement modifying the partnership deeds dated October 11, 2008, April 1, 2015 and November 3, 2015. M/s Shiva Export Co. was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015. The Corporate Identification Number of our Company is U14200RJ2015PLC048974. The registered office of our Company is situated at 8, Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan

SECTION III – INTRODUCTION SUMMARY OF INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements as Restated” and related notes beginning on page 17 and 212 respectively of this Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION: ENGINEERED QUARTZ STONE

Natural stones, especially granite, have been used for flooring and countertop material in high end homes for its beauty and elegance. However, even though it is very durable, scratch and heat resistant, it has other inherent less desirable characteristics. They are naturally porous and are prone to staining by oils, acids and some cleaning products, especially if they are not properly sealed or resealed periodically. It also contains tiny pits and natural fissures that may appear to be cracks, although these are inherent features. Besides, they are subject to tone variation and it is not easy to achieve smooth transition in the range of shades when it is used in large areas. An alternative to natural stone is engineered quartz stone which is also durable but without the less desirable characteristics of natural stone.

Quartz - Quartz is a naturally occurring silicate mineral composed of silicon dioxide (SiO₂). It is one of the most common and available minerals on the earth's surface. It ranks 7.0 on MOH (Measurement of Hardness) scale, behind topaz (8.0), sapphire (9.0) and diamond (10.0). Granite is ranked 6 on the scale.

Engineered Quartz Stone - Quartz exists naturally in clusters and does not form huge stone blocks like granite (which contains 40% - 60% quartz), limestone or other types of rock. This makes it unsuitable for use in its natural state in countertops or other large slab applications. This means that it needs to be converted into another form i.e. engineered stone, to make it usable in such applications.

Engineered quartz stone (also known as reconstituted or re-composed stone) is manufactured from a mix of quartz aggregate chips, a resin binder (typically unsaturated polyester), pigments and additives. Engineered stone slabs and counter tops are available in a wide range of colours, patterns, and even textures. Its texture can be fine or coarse, depending on how it is processed, and can be combined with glass and other reflective materials for a sparkling finish. They are increasingly popular in high-end applications combining the benefits of granite's durability and non-porous nature of quartz.

(Source: *Engineered Quartz Stone*; Kuter – Industrial Investment Business Development www.kuterinvestment.com)

TECHNICAL CHARACTERISTICS OF ENGINEERED QUARTZ STONE VS AGGLOMERATED MARBLE

S NO	CHARACTERISTIC	ENGINEERED QUARTZ	AGGLOMERATED MARBLE
1	Density	2.4 to 2.5 g/cm ³	2.4 to 2.5 g/cm ³
2	Water Absorption	0.01 to -0.2%	< 0.20 %
3	Modulus of Rupture	41-58 Mpa	20-35 Mpa
4	Compressive Strength	150-240 Mpa	110-150 Mpa
5	Abrasion Resistance	58-63 (Index)	20-32 (Index)
6	Hardness	6-7 Mohs	3-4 Mohs
7	Acid Resistance	Yes (certain extent)	No

(Source: Engineered Quartz Stone 2 - Building and Construction Authority www.bca.gov.sg)

GLOBAL ECONOMIC ENVIRONMENT

INTRODUCTION

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

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

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

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

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

In either case, foreign demand is likely to be weak, forcing India—in the short run—to find and activate domestic sources of demand to prevent the growth momentum from weakening. At the very least, a tail risk event would require Indian monetary and fiscal policy not to add to the deflationary

impulses from abroad. The consolation would be that weaker oil and commodity prices would help keep inflation and the twin deficits in check.

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

GLOBAL ECONOMIC OVERVIEW

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

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

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

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

REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

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

- Even as real growth has been accelerating, nominal growth has been falling, to historically low levels, an unusual trend highlighted in the Mid-Year Economic Analysis (MYEA), 2015-16.
- According to the Advance Estimates, nominal GDP (GVA) is likely to increase by just 8.6 (6.8) percent in 2015-16.
- In nominal terms, construction is expected to stagnate, while even the dynamic sectors of trade and finance are projected to grow by only 7 to 7 3/4 percent.

- Inflation remains under control The CPI-New Series inflation has fluctuated around 51/2 percent, while measures of underlying trends—core inflation, rural wage growth and minimum support price increases—have similarly remained muted. Meanwhile, the WPI has been in negative territory since November 2014, the result of the large falls in international commodity prices, especially oil. As low inflation has taken hold and confidence in price stability has improved, gold imports have largely stabilized, notwithstanding the end of a period of import controls
- Similarly, the external position appears robust. The current account deficit has declined and is at comfortable levels; foreign exchange reserves have risen to US\$351.5 billion in early February 2016, and are well above standard norms for reserve adequacy; net FDI inflows have grown from US\$21.9 billion in April-December 2014-15 to US\$27.7 billion in the same period of 2015-16; and the nominal value of the rupee, measured against a basket of currencies, has been steady. India was consequently well-positioned to absorb the volatility from the U.S. Federal Reserve actions to normalize monetary policy that occurred in December 2015. Although the rupee has declined against the dollar, it has strengthened against the currencies of its other trading partners.
- The fiscal sector registered three striking successes: on-going fiscal consolidation, improved indirect tax collection efficiency; and an improvement in the quality of spending at all levels of government.
- Government tax revenues are expected to be higher than budgeted levels. Direct taxes grew by 10.7 per cent in the first 9 months (9M) of 2015-16. Indirect taxes were also buoyant. In part, this reflected excise taxes on diesel and petrol and an increase in the Swachh Bharat cess. The central excise duty collection from petroleum products during April to December 2015-16 recorded a growth of 90.5 per cent and stood at Rs.1.3 lakh crore as against Rs. 0.7 lakh crore in the same period last year. Tax performance also reflected an improvement in tax administration because revenues increased even after stripping out the additional revenue measures (ARMs). Indirect tax revenues grew by 10.7 per cent (without ARMs) and 34.2 per cent (with ARMs).
- The main findings are that a welcome shift in the quality of spending has occurred from revenue to investment, and towards social sectors. Aggregate public investment has increased by about 0.6 per cent of GDP in the first 8 months of this fiscal year, with contributions from both the Centre (54 per cent) and states (46 per cent).

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

INDIA'S INCREASING IMPORTANCE TO GLOBAL GROWTH

Despite global headwinds and a truant monsoon, India registered robust growth of 7.2 per cent in 2014-15 and 7.6 per cent in 2015-16, thus becoming the fastest growing major economy in the world. As per the estimates of the International Monetary Fund (IMF), global growth averaged 3.1 per cent in 2015, declining from 3.4 per cent registered in 2014. While growth in advanced economies has improved modestly since 2013, the emerging economies have witnessed a consistently declining trend in growth rate since 2010. It is against this background that the recent Indian growth story appears particularly bright.

India has made striking progress in its contribution to the global growth of Gross Domestic Product (GDP) in Purchasing Power Parity (PPP) terms. PPP represents the number of units of a country's currency required to purchase the same amount of goods and services in the domestic market as the US dollar would purchase in the United States, thus adjusting for purchasing power differentials between currencies in relevant markets. India's contribution to global growth in PPP terms increased

from an average of 8.3 per cent during the period 2001 to 2007 to 14.4 per cent in 2014. During the 1990s, the US's contribution to the global GDP growth in PPP terms was, on an average, around 16 percentage points higher than India's. The picture changed dramatically in 2013 and 2014 when India's contribution was higher than that of the US by 2.2 and 2.7 percentage points respectively. During 1991-2014, low growth in Japan (0.9 per cent annually) resulted in its low contribution (1.5 per cent) to global growth. India and China constitute 42.5 per cent and 53.2 per cent respectively of the total PPP measure of the lower-middle income countries and upper-middle income countries; and hence those country groups largely reflect India's and China's patterns.

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

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

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

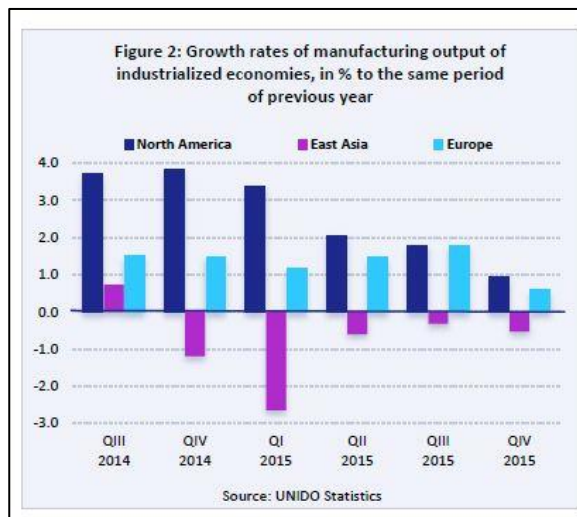
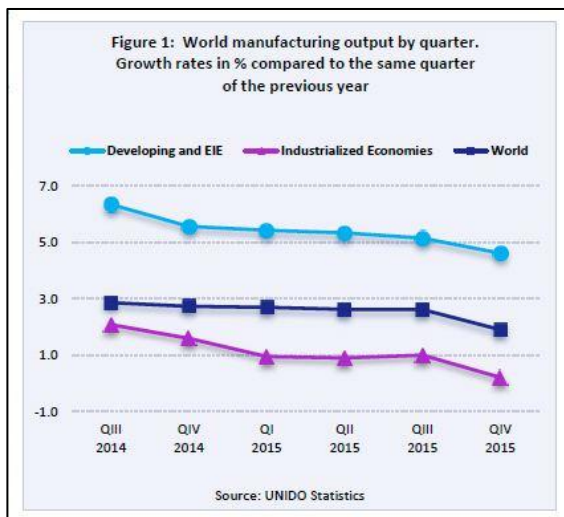
GLOBAL MANUFACTURING SECTOR

World manufacturing growth in the fourth quarter of 2015

World manufacturing growth slowed down further in the fourth quarter of 2015, with growth rates in both industrialized and developing economies decreasing. Weak business investment and sluggish consumer demand are among the major causes of the deceleration of global manufacturing output growth.

Growth in major emerging industrial economies has weakened, continuing the trend of the first quarter of 2014. China's slowdown and the sharp decline in manufacturing output of Latin American economies are the primary causes for the country group's weaker growth rate. The fall in commodity prices has affected some key emerging commodity export-dependent countries, namely Brazil and South Africa, and has resulted in currency depreciation.

The upturn in manufacturing growth observed in industrialized economies in the third quarter of 2015 did not continue in the fourth quarter of 2015, and this country group's production output decreased significantly. The slowdown in Europe and North America, along with a further decline in East Asian economies, resulted in a sharp deceleration in the country group's manufacturing output growth. In the United States, manufacturing exports slowed as a result of the strong US dollar and the low oil prices. Continued decline in China has also weakened Chinese demand for imports from Europe.



(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

Global manufacturing output growth rose by merely 1.9 per cent in the fourth quarter of 2015, down from a 2.6 per cent revised growth estimate in the third quarter. Slow investment growth, lower commodity and energy prices, weak global demand and geopolitical tensions are among the main causes of the overall flat-lining growth. However, these factors are having different effects on different economies. For example, favourable oil prices have reduced the business costs in oil importing countries, especially in industrialized economies, while oil exporting economies have been subject to increasing financial pressure.

The manufacturing output of industrialized countries rose by 0.2 per cent in the fourth quarter of 2015. This slow growth is attributable to a mixture of weaker growth figures in the United States and Europe and a decline in East Asia's manufacturing output. The question of the robustness of recovery in industrialized economies has been raised in earlier quarterly reports.

The growth of manufacturing output in developing and emerging industrial economies decreased to 4.6 per cent, down from 5.2 per cent growth in the previous quarter. The growth outlook varies between different developing and emerging regions and groups; e.g. manufacturing output grew by 6.1 per cent in developing countries in Asia and the Pacific compared to the same period of the previous year, while it declined by 4.0 per cent in the Latin America region. Manufacturing output has also declined slightly (0.2 per cent) in Africa.

Despite the slower pace of growth, developing and emerging industrial economies were the main drivers of global manufacturing growth. Their combined contribution to global manufacturing growth was around 80 per cent. This indicates the significance of manufacturing activities within the group for the overall global picture.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

Industrialized economies

The overall growth trend of industrialized countries decelerated significantly in the last quarter of 2015. Manufacturing output rose by a mere 0.2 per cent compared to the same period of the previous year, down from 1.0 per cent growth observed in the previous quarter.

The European economy grew by 0.6 per cent in the fourth quarter of 2015 compared to the same quarter of the previous year. Yet, the manufacturing output of the euro zone economies rose by 1.5 per cent. As revealed by the figures, Switzerland recorded a 14.7 per cent decline in manufacturing output and dragged down the overall growth rate of industrialized Europe. The consequences of the Swiss franc-euro exchange rate became more visible in the last two quarters of 2015 and have affected the country's exports, which have become more expensive for consumers.

The industrial production index in North America rose by 0.9 per cent in the fourth quarter of 2015 on account of the growth of manufacturing output in the United States. Despite this, the growth of the US manufacturing sector has weakened, rising by only 1.1 per cent as overseas demand remained slow. A strong US dollar hit exports and domestic sales of American manufactured products, indicating a loss in competitiveness to cheaper imported goods. In addition, demand for machinery goods from the energy sector declined due to lower oil prices. Manufacturing output dropped by 1.0 per cent in Canada due to the decline in petroleum and coal prices.

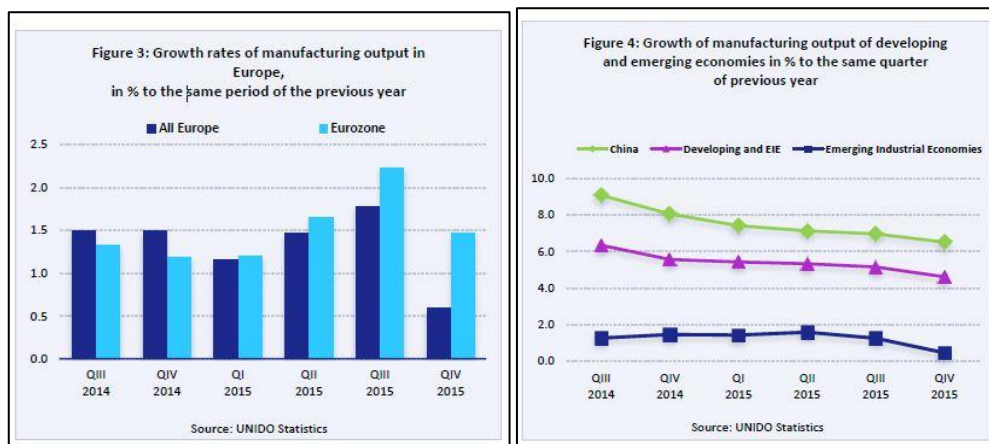
In East Asia, negative growth rates were observed in the major economies, namely Japan, the Republic of Korea and Singapore, in the fourth quarter of 2015, declining by 0.6 per cent, 0.6 per cent and 6.8 per cent, respectively. On the other hand, manufacturing output rose by 4.9 per cent in Malaysia compared to the same period of the previous year.

As already mentioned, Europe's overall growth rate was dragged down by a significant decline in the Swiss economy. This has increased the gap between the output growth of the euro zone and of Europe as a whole, with euro zone countries registering a much higher manufacturing growth due to lower energy prices and a weaker euro. Growth was especially strong in Ireland (15.7 per cent), in Slovakia (7.3 per cent) and in Spain (5.8 per cent).

Across non-euro countries, manufacturing output declined in Norway, Switzerland and the United Kingdom. The downturn in Norway by 7.6 per cent is attributed to a decrease in the production of oil- and gas-related industries. The setback in the UK's manufacturing sector by 1.0 per cent resulted from a strong currency and weak global demand. At the same time, the output of manufacturing activities increased by 3.9 per cent in the Czech Republic, by 9.4 per cent in Hungary, and 3.7 per cent in Sweden in the fourth quarter of 2015. The manufacture of motor vehicles was the main driver of growth in Hungary's manufacturing sector.

The decline in the Russian Federation's manufacturing sector continued, with output decreasing by 5.7 per cent and currency depreciation deteriorating.

Despite the overall positive growth in industrialized economies as a whole, growth rates remained low. Appropriate monetary policies are required that can boost demand and increase investment.



(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

Developing and emerging industrial economies

A decrease in the growth rate of manufacturing output in developing and emerging industrial economies continued in the fourth quarter of 2015. Industrial production rose by 4.6 per cent as a result of the relatively lower growth in Asian economies (mainly China) and a notable decline in Latin America. Growth in emerging economies, excluding China, continued to decelerate.

As mentioned in earlier reports, China is in a transition period of shifting its economy from the manufacturing sector towards the services sector. As a result of the structural change in the economy, China's manufacturing output rose by 6.5 per cent in the fourth quarter of 2015, the slowest growth rate since 2005 and down from 7.0 per cent in the previous quarter. Recently, the Government of China announced the two-child policy, which could accelerate economic growth in the near future. This will significantly boost internal demand for consumer goods within the country.

The Latin America region is struggling to overcome a deep recession as demonstrated by the decline in manufacturing output by 4.0 per cent in the fourth quarter, lower than the 2.9 per cent drop recorded in the previous quarter. The industrial production index decreased in nearly all economies with the exception of Mexico, where output grew by 2.2 per cent on a year-to-year basis. In Brazil, the recession continued and manufacturing output fell by 12.4 per cent in the fourth quarter of 2015 as the internal political crisis remained unresolved and commodity prices declined. Among the other major economies in the region, manufacturing output dropped by 0.9 per cent in Argentina, by 1.5 per cent in Chile, by 0.4 per cent in Colombia and by 0.8 per cent in Peru.

Manufacturing output fell slightly in Africa (by 0.2 per cent), however, negative growth has only been observed in one country in the region while the rest of the region registered positive growth figures. Manufacturing output grew by 1.1 per cent in Egypt, by 0.4 per cent in Morocco, by 5.8 per cent in Senegal and by 0.8 per cent in Tunisia. A decline of 1.4 per cent was registered in South Africa where the economy—as an exporter—has been hit by the low commodity prices.

Among other developing countries, a strong growth of 12.4 per cent was registered by Viet Nam. Industrial production also grew by 5.3 per cent in Bosnia and Herzegovina in the fourth quarter of 2015 on a year-to-year basis.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

Key Findings on World Manufacturing Sector

On a year-to-year comparison, world manufacturing production grew in all manufacturing sectors in the fourth quarter 2015, with the exception of the manufacture of machinery and equipment and printing and publishing. The global decline in the production output of the manufacture of machinery is attributable to low energy prices. Higher growth rates have been observed in the manufacture of radio and television and of chemicals and chemical products. Growth was positive across all industries in developing and emerging industrial economies, except a slight decline in the manufacture of motor vehicles. Industrialized countries registered negative growth in eight manufacturing industries.

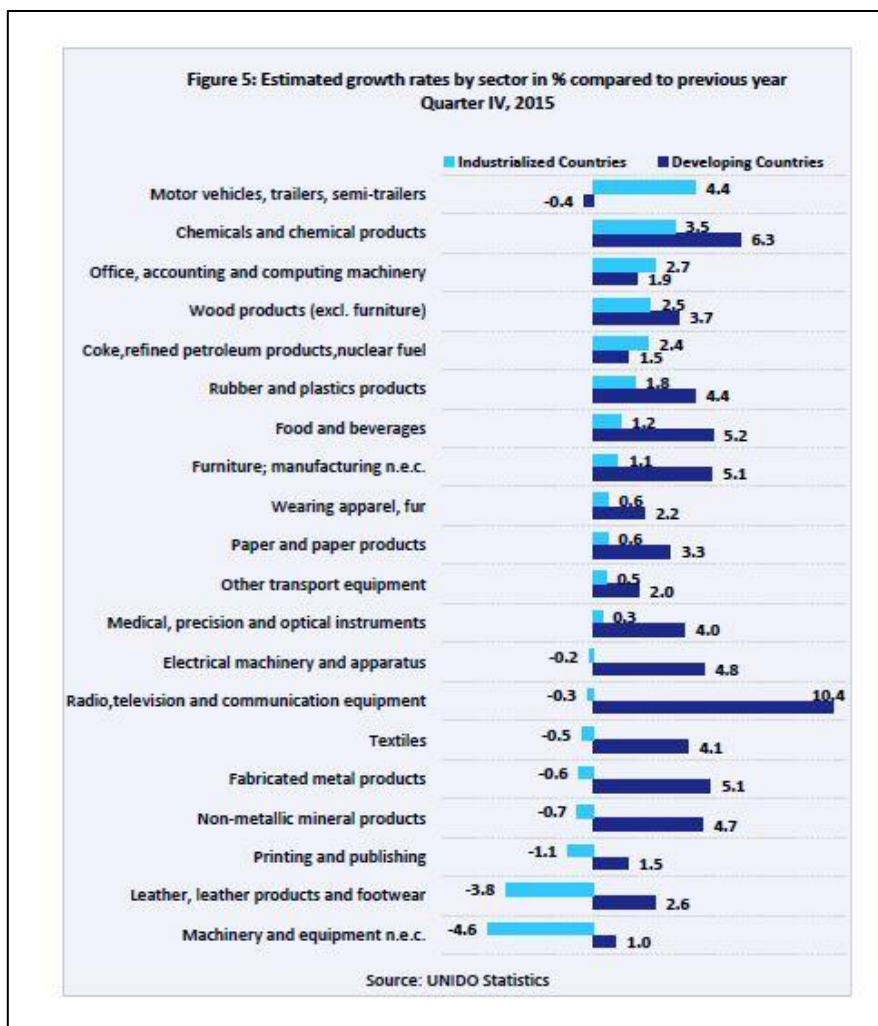
Among the consumer goods production industries, output of wearing apparel grew by 2.2 per cent in developing and emerging markets and by 0.6 per cent in the industrialized country group. The industry's output grew by 16.9 per cent in the Czech Republic, by 14.6 per cent in the United Kingdom, by 12.8 per cent in Egypt, and by 12.3 per cent in Mexico. However, the manufacturing

output of the wearing apparel fell sharply in Brazil and Indonesia, by 12.9 per cent and 16.4 per cent, respectively. A significant decline was also observed in wearing apparel production in Canada and Estonia. The production of textiles grew by 4.1 per cent in developing countries while industrialized countries registered a decline of 0.5 per cent in this production. At country level, impressive growth in textiles production was recorded in Argentina, Estonia and Hungary whereas it dropped sharply in Brazil and Senegal. The production of food and beverages grew at a higher rate (5.2 per cent) in developing countries. As such, output grew by 7.8 per cent in China, by 7.3 per cent in Indonesia and by 5.2 per cent in Romania. Output declined by 10.3 per cent in Tunisia and by 7.0 per cent in Egypt. The food sector was the only manufacturing industry with a positive, albeit poor, growth in Brazil.

The notable growth rate of 10.4 per cent was observed in the manufacture of radio, television and communication equipment in developing and emerging countries, with China, Egypt and India being the leading manufacturers. In industrialized markets, the highest growth rate in this manufacturing sector was seen in France.

The production of motor vehicles fell marginally by 0.4 per cent in developing countries, attributed mainly to the decline in the industry in Latin American economies. The industry's output rose by 4.4 per cent in industrialized countries, with Italy, Spain and Sweden being the top producers worldwide in the fourth quarter of 2015. The manufacturing production of other transport equipment increased at a higher rate in developing countries.

The manufacture of chemicals and chemical products increased considerably in China, Senegal and Tunisia, as well as in Ireland, Netherlands and the Russian Federation. The chemical industry was one of the few industries in the Russian Federation recording a higher growth rate, with a 6.6 per cent increase compared to the previous year.



The production of basic metals, which includes the production of basic iron, basic steel, basic precious and non-ferrous metals, rose by 5.9 per cent in developing countries compared to the same period of the previous year, but dropped by 4.8 per cent in industrialized countries in comparison to the previous year. Manufacturing output grew in China, Indonesia and Macedonia, while it fell in all Latin American economies and in Africa.

In the United States, as the largest driver of growth in industrialized economies, the manufacture of electrical machinery and apparatus and motor vehicles remained strong in the fourth quarter of 2015. However, other industries showed either a decline or a decrease in production output. The combination of low energy prices and expensive currency contributed to the economic slowdown of the United States. Despite its slow economic growth, China's manufacturing output in most industries increased compared to the same period of the previous year. China recorded its highest growth rates in the manufacture of radio and television (10.1 per cent), chemicals and chemical products (9.8 per cent) and the manufacture of basic metals (8.9 per cent).

(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

GLOBAL ENGINEERED STONE INDUSTRY

The UK had a good start in 2015 with both unemployment and inflation falling which has caused an increase on performance on the first quarter this year. Manufacturers exports have increased for the first time in 9 months during February 2015. The fall in oil prices should boost our economy to the point at which the Governor of the Bank of England's greatest threat is a possible scenario of deflation.

Whilst figures from the ONS show a decline in construction during end of 2014 and January 2015, there have been almost £6 billion during February with an increase on both Industrial and Commercial projects from the private sector. Most contracts in February were awarded in London with a 27% increase in residential projects and 26% increase in commercial projects.

Stone Demand

The UK has an ever increase demand for natural and engineered stones which has increasingly grown since 1990. Demand for stone across the world is leaded by China (25%), United States (26%), India (8%) and the UK, Canada and Egypt with 4% each.

Stone buyers' location worldwide

Sr. No.	Area	Percentage
1	Asia	33%
2	America	26%
3	Europe	20%
4	Africa	8%
5	Other	10%
6	Oceania	3%

Market Scenario

Marble presents the highest increase from 5% in 2014 to 9% of market share in 2015. A strong demand for more exotic and exclusive materials such as quartzite has pushed demand to a substantial portion of overall sales of natural stones. Engineered/composite marble is around 50% cheaper than quartz but used on bathrooms and floorings rather than kitchens since it stains and has become one of the preferred products by property developers for apartment blocks.

Most popular Stone Colours

White, grey and a mix of these two colours are without doubt the most popular schemes in 2015. Whites in all shades and hues comprise almost 30% of all installations, followed by greys with 13% of market share. Kitchen showrooms have the highest demand of quartz in London with 31% market share, followed by Interior designers (21%), architects (16%) and property developers (5%).

Materials

Favourite new materials are Statuario marble, Moon Rock (Superwhite quartzite), Calacatta Brazil quartzite and Fiori Di Pesco marble. In terms of quartz products clients aren't afraid to try new additions by the different such as Caesarstone Bianco Drift, Compac Gray Zement and Silestone Rougui.

(Source: Building and Stone Industry Report May 2015, MKW Surfaces- www.mkwsurfaces.co.uk)

INDIAN MANUFACTURING SECTOR

Introduction

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

The Government of India has set an ambitious target of increasing the contribution of manufacturing output to 25 per cent of Gross Domestic Product (GDP) by 2025, from 16 per cent currently.

Market Size

India's manufacturing sector could touch US\$ 1 trillion by 2025. There is potential for the sector to account for 25-30 per cent of the country's GDP and create up to 90 million domestic jobs by 2025. Business conditions in the Indian manufacturing sector continue to remain positive.

In November 2015, the seasonally adjusted Nikkei India Manufacturing Purchasing Managers' Index (PMI) stood at 50.3, which indicated expansion for twenty-fifth consecutive month. The services PMI was at 50.1 points in November 2015.

Road Ahead

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that require large capital expenditure and revive the Rs 1,85,000 crore (US\$ 28.42 billion) Indian capital goods business.

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

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

Exchange Rate Used: INR 1 = US\$ 0.015 as on December 17, 2015

References: Media Reports, Press Releases, Press Information Bureau, McKinsey & Company

(Source: *Manufacturing Sector in India* -India Brand Equity Foundation www.ibef.org)

INDIAN STONE INDUSTRY

India is a treasure trove of stone deposits. Our country probably has the largest reserves of granites and natural stones in the world. India accounts for 20 per cent of the total world reserves in granites, marbles, sandstone, slate, etc. (approximately 1,690 million cu m). We have over 160 shades of granite colours. Unfortunately, most of the reserves are located in forests and restricted hilly areas. Today, Karnataka, Andhra Pradesh, Tamil Nadu and Rajasthan are the top producers of granite and marble. Jharkhand, Chhattisgarh, Madhya Pradesh, Orissa, Kerala and Gujarat are the emerging states. Because of various restrictions, such as poor state rules and environmental concerns, we are able to exploit a dismal 3 per cent of our resources.

The Indian stone industry is spread throughout the length and breadth of the country. The journey of the processing industry started with circular saw machines; and gradually, because of constant up gradation of technology, it has graduated to using gang saws and circular wire saws. The latest resin lines, polishing lines and other top-of-the-range equipment that we use today have enabled us to meet

the international quality standards. Even in today's mining sector, diamond wires are being used, dispensing the traditional blasting method. There are more than 20,000 units functioning all over India with a huge investment of more than Rs 50,000 crores and providing job opportunities to more than 15 lakhs people.

The granite, marble, slate and sandstone mining and processing industries located in various parts of the country are as follows:

- **Karnataka** – Kanakapura, Kollegal, Chamarajanaar, Nanjangudu, Mysore, Hassan, Ilakkal, Tumkur, Sira, Bangalore, etc.
- **Tamil Nadu** – Hosur, Salem, Krishnagiri, Madurai, Shivakashi, Chennai, Pondicherry, etc.
- **Andhra Pradesh** – Chittor, Hyderabad, Warangal, Karimnagar, Khamam, Ongole, Vizag, etc.
- **Rajasthan** – Jalore, Jaipur, Kishnagarh, Rajasmand, Abu Road and Jaislmer
- Parts of Orissa, Gujarat, Haryana, Madhya Pradesh and Himachal Pradesh
- Granite deposits are also present in many parts of West Bengal, UP and Jharkhand

Our journey has not been smooth all the way, and we are still facing many difficulties in promoting the global stone industry. AIGSA has been playing a very important role in co-ordinating the industry with central and state governments for the formation of an appropriate policy for the industry. With our concerted efforts, India has become the seventh largest stone exporter in the world, behind China, Italy, Turkey, Egypt, Greece and Brazil. We have the largest resources of granite and natural stones. With assistance from the government, we can surely become the topmost stone exporter in the world.

SUMMARY OF BUSINESS

OVERVIEW

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007. The constitution and capital of the partnership firm were changed several times pursuant to supplementary agreement modifying the partnership deeds dated October 11, 2008, April 1, 2015 and November 3, 2015. M/s Shiva Export Co. was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015. The Corporate Identification Number of our Company is U14200RJ2015PLC048974. The registered office of our Company is situated at 8, Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan.

Our Company started as partnership firm in the year 2007 as importer and exporter of all kind of decorative stones, minerals, chemicals. Later it decided to extend its operation by entering into manufacturing of the engineered quartz stone slabs, different grades of resins and quartz stone powder and manufacture & dealing of God & Goddess Statues/deities.

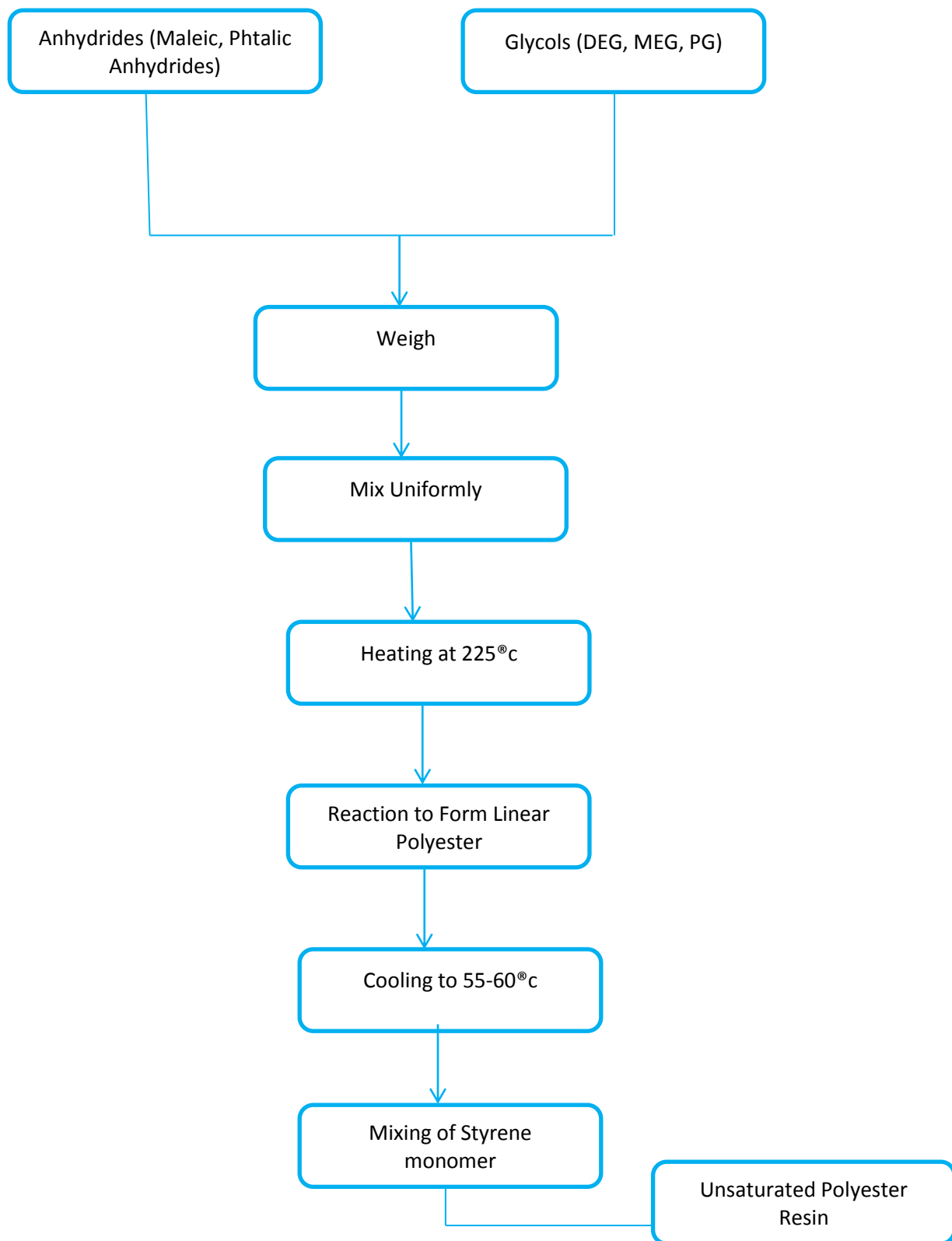
Spread over 4.1 bighas, our manufacturing facility located at **Vana Village** in **Udaipur** District, Rajasthan, our Company's manufacturing unit is equipped with laboratory, enabling the company inhouse to develop new colours, besides facilitating conducting of tests and analysis of various products. At present we have manufacturing plant for engineered quartz stone slabs, different grade of resins, quartz powder and God & Goddess Statues/ Deities.

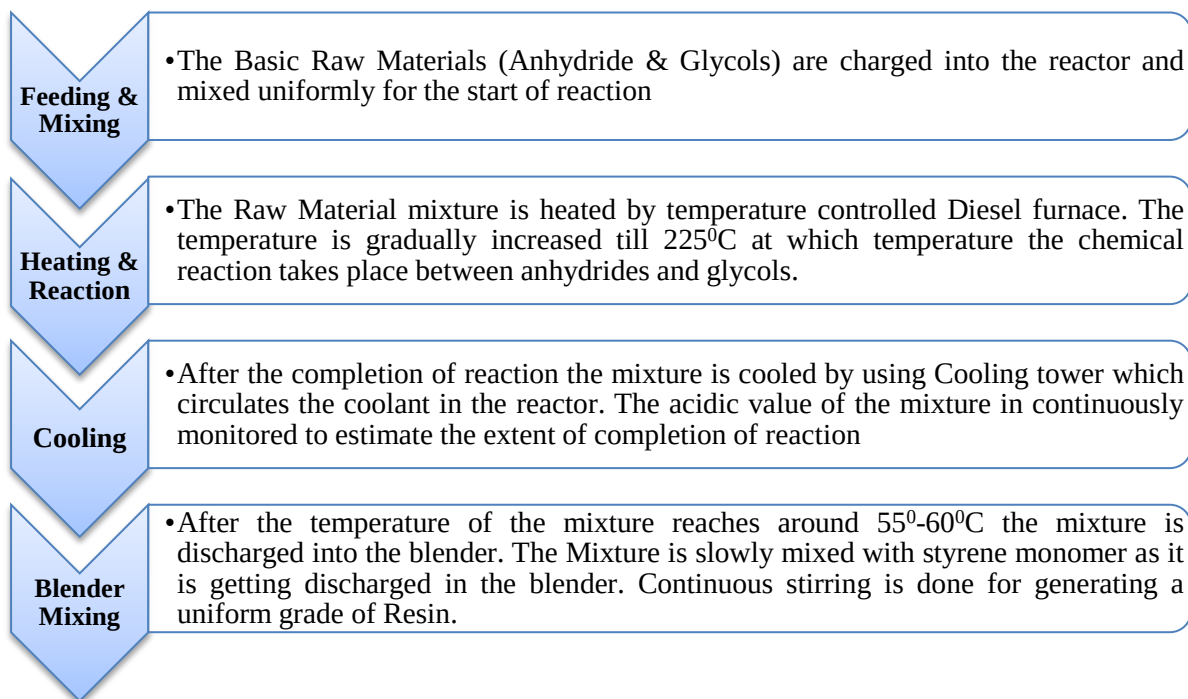
Resin Manufacturing Unit



Our Company has installed a resin manufacturing unit with the annual capacity of around 1900 MT of different grades like PET, General Purpose, Marble Grade etc. The manufacturing Unit is automatic in which different equipments of the plant like the motors, valves etc. can be controlled by a central console unit. The manufacturing Unit also has storage tanks of the raw materials and the finished products which helps in the fulfillment of bulk orders.

OUR MANUFACTURING PROCESS OF RESIN





END USE

We manufacture different grades of resins as per the orders received and also resin is manufactured for self consumption.

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

a) Industrial Sale

b) Dealers Sale

c) Self Consumption (to be used in manufacturing of Quartz Slabs)

a) Industrial sale

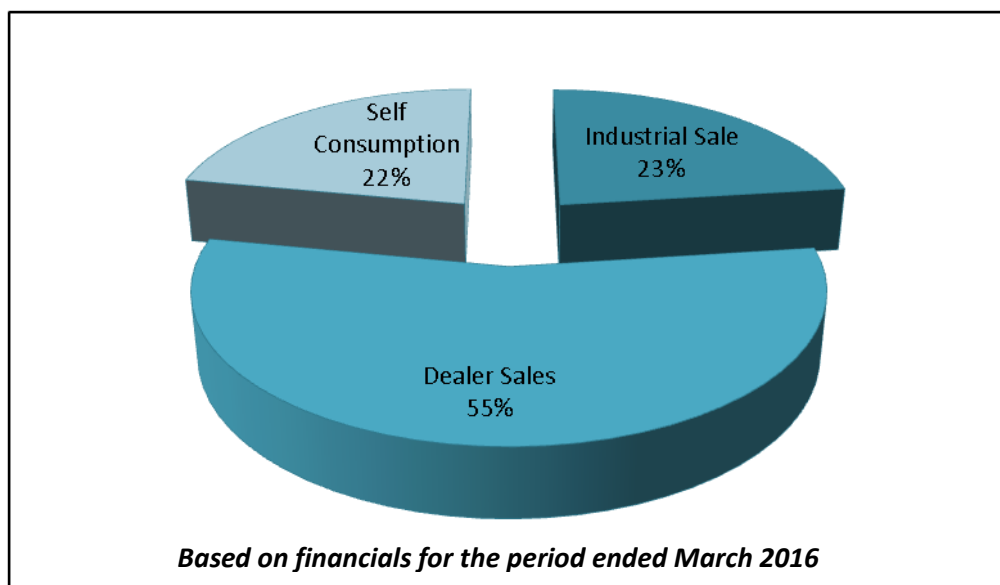
The demand for various grades of resins is based on the Industrial requirements of the Consuming Industry like a marble Industry requires a marble grade resin , quartz industry requires quartz grade resin and likewise.

b) Dealers Sale

The requirement generated through dealer network is very useful in penetrating the market since most of the dealers offers to clients a range of chemical products. Therefore dealer network constitutes a sizeable size of the sales market

c) Self Consumption

We also manufacture resin for use in our own Quartz Slabs Factory. This enables us to maintain the quality of the Quartz Slabs.



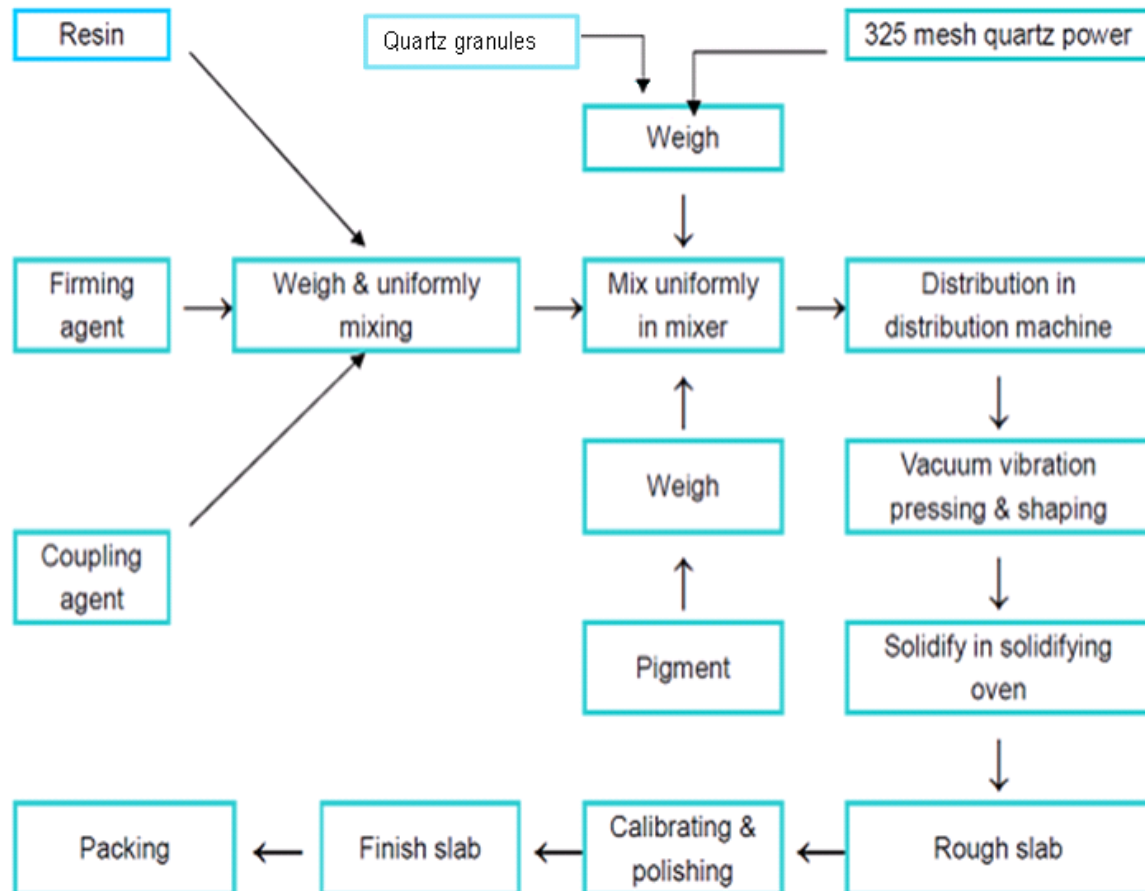
Quartz Slab Manufacturing Plant

Our Company has installed a Quartz Slab Manufacturing Unit of annual capacity around 1.5 million sq. ft. for manufacturing quartz slab of different colours and sizes.

The Complete Automated Line has been imported from China. The thickness of the slabs can be from 10 mm to 30 mm. The manufacturing unit is energy efficient having machines which can manufacture quartz slabs. With controlled manufacturing process, the finished quartz slabs can be supplied in very large quantities with varied features, such as consistency in weight, thickness and compactness and uniform design and colour of the exposed surface.



OUR MANUFACTURING PROCESS OF QUARTZ SLAB



Feeding & Mixing

Raw materials are inspected, then fed into mixers and blended together. This mainly consists of a main mixer with capacity of 2000 kg of resin and pigment; it is enough for one color for one full day's production requirement, to guarantee the color uniform of the same batch and a small mixer silo which is used for resin and color from big resin mixing tank is proportionately mixed with hardener and coupling agent

Molding

The mixture is then poured into a mold and formed into slab sizes of width 800 ~1650mm; Length of finished slab: 2400 ~ 3250mm; and Thickness of finished slab: 10 ~ 30mm

Pressing

The slab is then compacted by a special vacuum and vibration process at a pressure of 100 tons.

This is very unique 3rd Generation Press adopted the newest synchronization technology of the vibrators and Steel Spring to reduce shake. It also gives a pressing performance. It has three in one operation such as vaccumisation, vibration and pressing of the slab. The vaccumisation and the vibration is of the slab is done simultaneously.

The minimum and maximum working thickness of the slab could be changed from 10mm to 35mm; The vacuum space adopted in this machine is considerable small, time to vacuumize its space would be decreased greatly which means high production efficiency and also cost saving.

Curing

The slabs are moved to the curing kiln and heated to 90°C for 45 minutes which gives them the strength and solidity. It is used for hardening the slab automatically. It has an automatic feeding and PLC based control system. Furnace adopts full-automatic diesel burners and entirely sealed combustion cabinet to give more energy saving than that from other type of solidifying system.

Calibration & Polishing

Slabs are then gauged, calibrated and polished to finish in a wide range of colors and designs in one of our three textural surface finishes: Polished, Honed, or Textured.

Quality Assurance

Finally, the slabs pass through quality inspection.

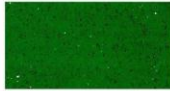
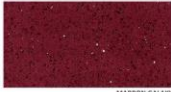
ENGINEERED QUARTZ STONE SLABS



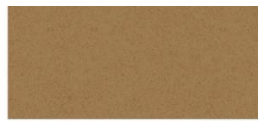
Engineered quartz stone slabs are composite material made of crushed stone bound together by a polyester resin. Engineered quartz stone slabs products are gaining in popularity and are sometimes preferred over granite products because engineered quartz stone slabs require less maintenance. Compared to unsealed granite, it has better resistance to stains. Quartz is the major filler, although other material like coloured glass, shells, metals, or mirrors might be added. A typical material will consist of 93% quartz by weight and 7% resin. Different types of resins are used by different manufacturers.

OUR RANGE OF QUARTZ STONE SLABS

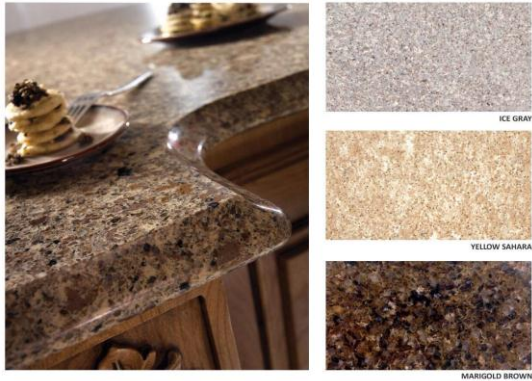
1. Galaxy Series

 WHITE GALAXY	 GREY GALAXY	 YELLOW GALAXY	This series gives the most diversified range of colours. With sparkle its inherent property it is very widely used in domestic market for countertops. A wide range of shades gives fabricator the choice to personalise each architectural design.
 BLACK GALAXY	 BROWN GALAXY	 FANTA GALAXY	
 BLUE GALAXY	 GREEN GALAXY	 BEIGE GALAXY	
 RED GALAXY	 PINK GALAXY	 MARRON GALAXY	

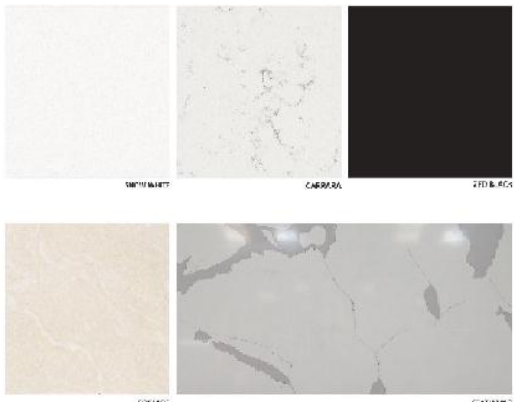
2. Fine Series

 CEMENTO GREY	 SAND BROWN	This series represents the wide range of elegant colours. Widely popular in the international market because of its subtle appearance.
 BEIGE CLASSIC	 AVALANCHE	
 KHAKI	 MUSTARD WHITE	

3. Earth Series

	This series is inspired by the popular natural granites. Resembling the natural granites, its gives fabricator an edge over the use of natural granites by providing them a consistency in the colour pattern. A natural quartz surface, is a blend of nature and technology, combining beauty and functionality in a high performance surface.

4. Premium Series

	This series is specially designed to incorporate the natural marble designs in the quartz surfaces. A stone surface with marble design and strength like granite is a dream come true for architectural designer because of its high quartz content, surfaces are ultra-durable and resistant to scratches and chipping. Its dense composition also makes quartz highly resistant to staining.

END USE

We cater to International and Domestic customers. Currently we offer our products through dealers, distributors and business associates.

We manufacture quartz slab that are used for residential and commercial purposes which are sold as per the orders received by parties either directly or through a third party distributors.

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

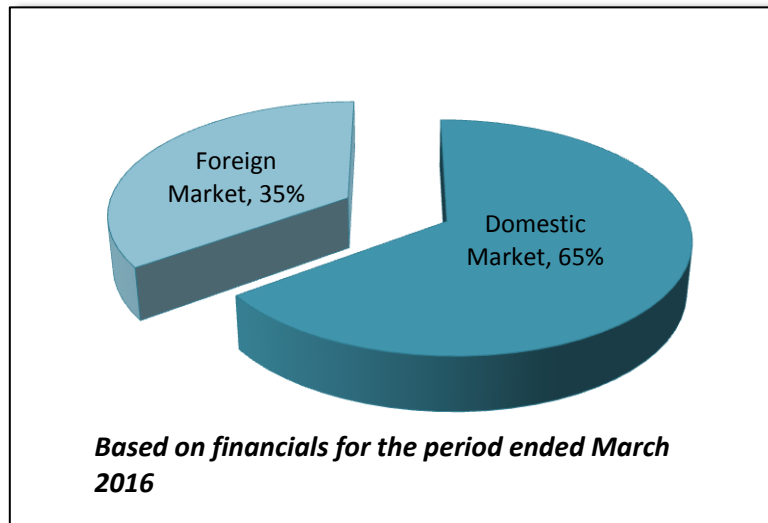
a) International Buyers

The demand for Quartz countertop in international market is mostly from buyers like Wholesale Importers and Warehouse Distributors, Merchant Exporter. They mostly cater to the Dealers and fabricators network who then supply and install to the end users

b) Domestic Users

The domestic users mostly comprise distributors, dealers and project fabricators. Most of the quartz slabs used by the distributors are used in household as kitchen countertop however in project fabricators it is also used in flooring purpose.

Our Quartz Slabs Sales in both the Markets can be estimated as below:

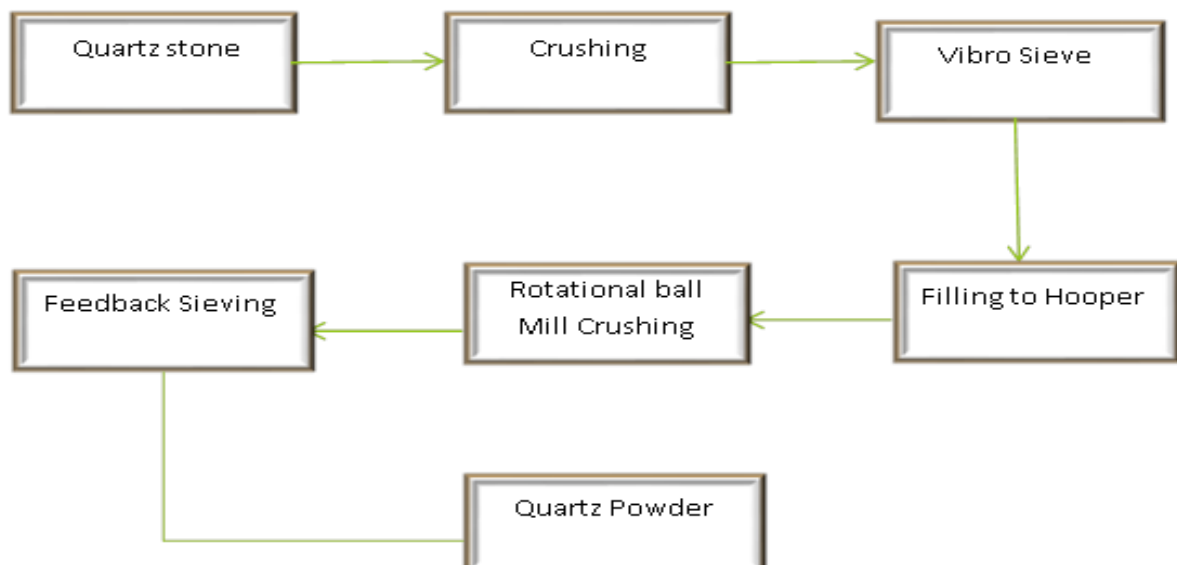


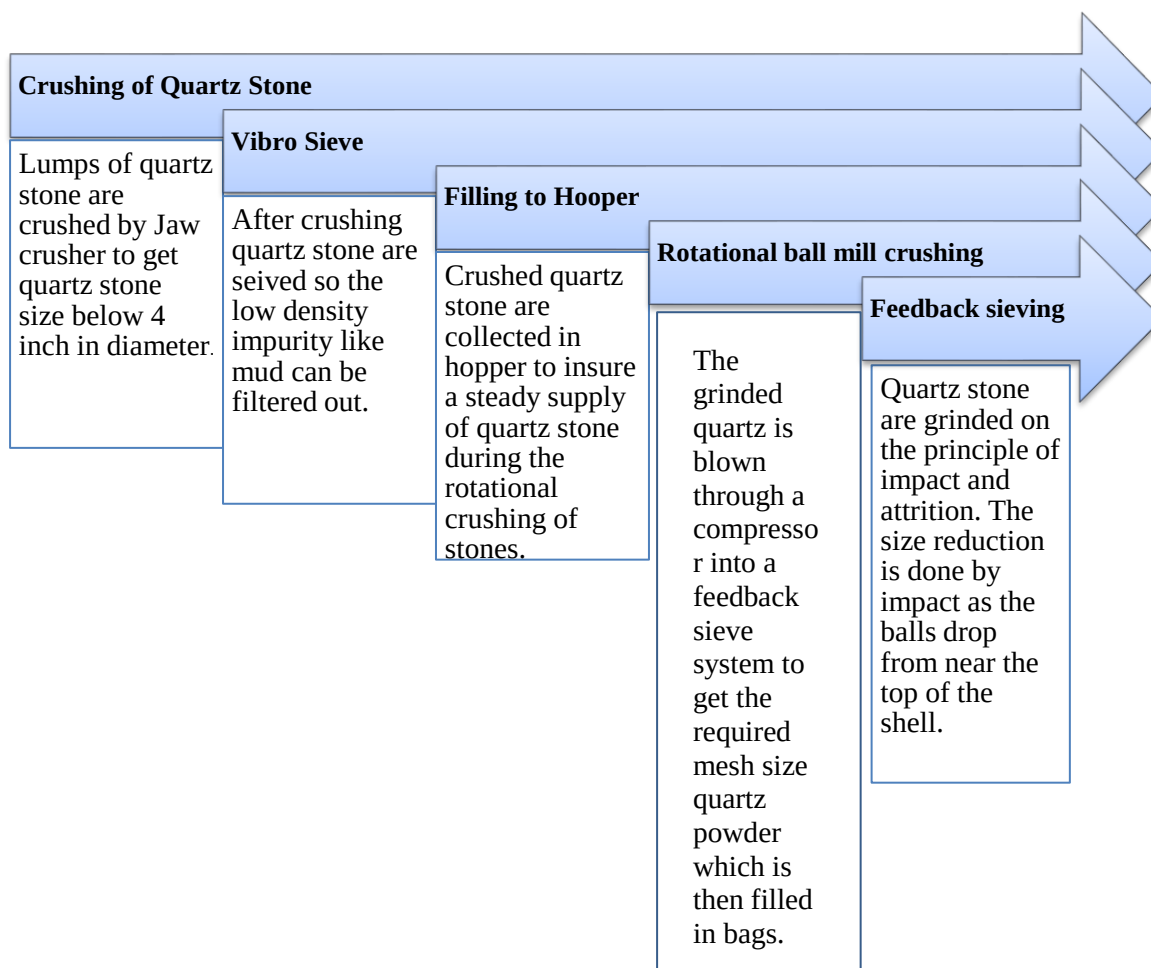
Quartz Powder Manufacturing

Our Company has a fully automated quartz powder manufacturing unit with the annual capacity of around 4500 MT of different mesh sizes. The manufacturing unit is a modernized unit having the entire supporting unit like crusher, belt conveyer, loader, etc. with an un interrupted power supply by also having a generator. The manufacturing unit installed is at the strategic location with a close access to many quartz quarries so that it ensures a continuous supply of raw material with very good quality which ensures quantity product.



OUR MANUFACTURING PROCESS OF QUARTZ POWDER





Quartz Powder

This is natural silica powder which is the most abundant mineral on earth. And we are one of the suppliers of it. Offered in snow white colour form, our quality proved quartz is twinned with adjacent crystals to make them appear substantial. To suit the varied requirements of the clients, we can also customizes range of this powder within committed period.



END USE

We manufacture different mesh size Quartz powder as per the orders received and also powder is manufactured for self consumption .

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

- a) **Industrial Sale**
- b) **Dealers Sale**
- c) **Self Consumption (to be used in manufacturing of quartz slabs)**

a) Industrial sale

The demand for various mesh size of powder is based on the industrial requirements of the Consuming Industry like a Glass Industry requires 250 mesh size powder, Quartz Industry requires 300 Mesh size powder and likewise .

b) Dealers Sale

Dealer requirement constitutes of domestic as well as export grade quartz powder .

c) Self Consumption

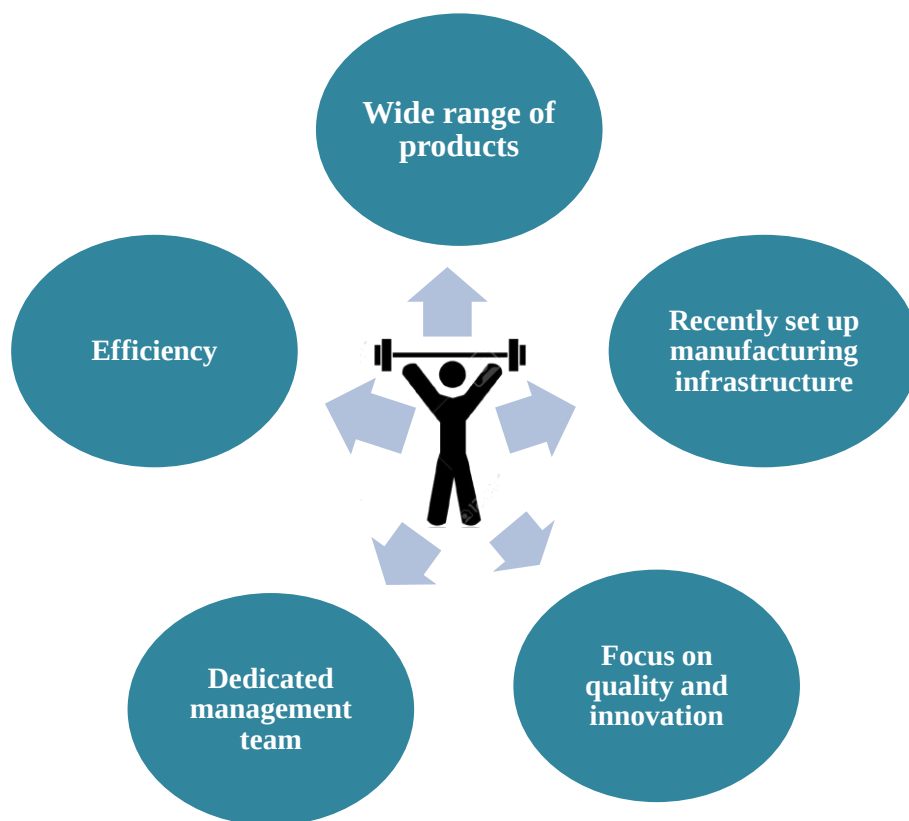
We also manufacture resin for use in our own quartz slabs factory. This enables us to maintain the quality of the quartz slabs.

MANUFACTURING/DEALING OF GOD & GODDESS STATUTES/DEITIES

Our Company is also into manufacturing/ /dealing of God & Goddess Statutes/Deities.

We manufacture and/or deal in God & Goddess statutes/ deities made up of marble and stones.We sell God & Goddess statutes/ deities made up of marble and stones against the specifications of customers. Most of such slaes are realised in cash instantly.

OUR COMPETITIVE STRENGTHS



1. Efficiency

We are equipped with recently set up manufacturing infrastructure. The raw materials required for manufacturing quartz slab manufactured by us is near the vicinity of our quartz slab manufacturing plant. Our trained and experienced manpower has also helped in streamlining the production process.

2. Focus on quality and innovation

We believe that quality and innovation are the bed-rock of successful strategy. Towards this end we stress on and constantly strive to maintain and improve the quality of our products. This focus is reflected in the standard of our quality systems which have been certified by QVC. We have provided galaxy, fine premium, rustic, metallic and wooden series into the market. This enables us to compete with greater efficiency against the marble industry which hitherto was considered the only producer of the larger slabs, which is perceived to have greater aesthetic appeal. We have thus produced a wide range of colours, designs and size variations of slabs and we believe that we will continue to do so in the future.

3. Dedicated management team

We have a dedicated management team comprising our Promoter, Directors and key managerial personnel. Our business is conducted under the supervision of our Directors. In addition to our directors, we also have a core management team which assists the top level management in identifying new opportunities and in the implementation of the business strategies of our Company.

4. Recently set up manufacturing infrastructure

Our Company has recently set up infrastructure. We also have an in-house laboratory for testing our products. This infrastructure enables us to manufacture wide range of products.

5. Wide range of products

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

SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. In Lakhs)

Particulars		As At 31st March 2012	As At 31st March 2013	As At 31st March 2014	As At 31st March 2015	As at 30th Decembe r 2015	As at 31st March 2016
I.	EQUITY AND LIABILITIES						
1)	Shareholders' funds						
	(a) Share capital	37.84	301.41	575.89	1,017.68	201.51	901.51
	(b) Reserves and surplus	(8.42)	(8.91)	(26.56)	(111.78)	(189.09)	(88.77)
2	Non-current liabilities						
	(a) Long-term borrowings	10.31	174.13	731.32	798.00	1,376.61	552.13
	(b) Long-term Provisions	-	-	-	-	1.28	1.58
3	Current liabilities						
	(a) Short-term borrowings	-	269.24	232.65	256.47	251.15	239.64
	(b) Trade payables	-	34.57	73.79	221.09	186.84	136.37
	(c) Other current liabilities	-	180.65	185.95	110.01	132.91	152.60
	(d) Short-term provisions	-	-	-	-	-	0.03
	TOTAL	39.73	951.08	1,773.04	2,291.46	1,961.22	1,895.10
II.	ASSETS						
1	Non-current assets						
	(a) Fixed assets						
	(i) Tangible assets	12.41	12.41	420.19	1,383.76	1,396.18	1,403.54
	(iv) Capital Work in Progress	-	779.02	886.16	-	-	-
	Less: Accumulated Depreciation	(2.42)	(3.10)	(43.18)	(210.18)	(343.58)	(389.25)
	Net Block	9.99	788.33	1,263.17	1,173.57	1,052.60	1,014.29
	(b) Deferred Tax Assets (Net)	3.61	3.82	11.70	43.46	74.56	92.31
	(c) Long-term loans and advances	-	45.50	53.75	23.06	25.81	26.55
	(d) Other Non Current Assets	-	34.83	-	-	-	-
2	Current assets						
	(a) Current Investments	-	-	-	-	-	-
	(b) Inventories	-	-	269.81	335.17	433.35	224.12
	(c) Trade receivables	-	-	97.36	618.97	237.98	432.36
	(d) Cash and cash equivalents	3.90	19.61	1.38	0.58	0.37	0.94
	(e) Short-term loans and advances	22.23	58.56	75.06	96.27	136.19	104.12
	(f) Other Current Assets	-	0.43	0.81	0.37	0.35	0.41
	TOTAL	39.73	951.08	1,773.04	2,291.46	1,961.22	1,895.10

The status of the Company upto December 30, 2015 was partnership firm and accordingly share capital disclosed for period ended December 30 2015 and earlier represent total of balance in Partner's Capital Account as restated on the respective dates.

Restated Unconsolidated Statement of Profit & Loss

Annexure - 2
(Rs. In Lakhs)

Particulars	Refer Note No.	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
INCOME							
I. Revenue from operations	22	50.49	-	252.43	1,453.92	1,145.17	508.89
II. Other income	23	-	0.48	5.77	5.08	5.21	2.35
III. Total Revenue (I + II)		50.49	0.48	258.20	1,459.00	1,150.38	511.25
IV. Expenses:							
Cost of materials consumed	24	-	-	272.35	1,046.91	989.29	337.87
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	26	45.04	-	(130.20)	50.36	(101.43)	82.53
Employee benefits expense	27		0.50	30.16	40.10	33.46	25.63
Finance costs	28	0.04		24.39	124.22	81.75	33.93
Depreciation and amortization expense	29	0.98	0.68	40.09	167.00	133.40	45.66
Other expenses	30	0.02		46.37	147.38	122.32	43.05
Total expenses		46.09	1.18	283.15	1,575.98	1,258.79	568.68
V. Profit before exceptional and extraordinary items and tax (III-IV)		4.41	(0.70)	(24.95)	(116.98)	(108.41)	(57.43)
VI. Exceptional Items	31						
VII. Profit before extraordinary		4.41	(0.70)	(24.95)	(116.98)	(108.41)	(57.43)

Particulars		Refer Note No.	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
	items and tax (V-VI)							
VIII.	Extraordinary items	32			0.58			
IX.	Profit before tax (VII-VIII)		4.41	(0.70)	(25.53)	(116.98)	(108.41)	(57.43)
X.	Tax expense:							
	(1) Current tax		0.84					
	(2) Deferred tax		(3.61)	(0.22)	(7.88)	(31.76)	(31.10)	(17.75)
	(3) Less :- MAT Credit Entitlement		(0.84)					
XI.	Profit/(loss) for the period from Continuing operations(IX- X)		8.01	(0.49)	(17.65)	(85.22)	(77.30)	(39.68)
XII.	Profit (Loss) for the period (XI + XII)		8.01	(0.49)	(17.65)	(85.22)	(77.30)	(39.68)

Restated Unconsolidated Statement of Cash Flows

Annexure 3
(Rs. In Lakhs)

Particulars	For the period ending on 31.03.12		For the period ending on 31.03.13		For the period ending on 31.03.14		For the period ending on 31.03.15		For the period ending on 30.12.15		For the period ending on 31.03.16	
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
Cash flow from Operating Activities												
Net Profit Before tax as per Statement of Profit & Loss	-	4.41	-	(0.70)	-	(25.53)	-	(116.98)	-	(108.41)	-	(57.43)
Adjustments for :	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation & Amortisation Exp.	0.98	-	0.68	-	40.09	-	167.00	-	133.40	-	45.66	-
Provision for Gratuity	-	-	-	-	-	-	-	-	1.28	-	0.33	-
Interest Income	-	-	(0.48)	-	(4.39)	-	(4.39)	-	(1.10)	-	(0.87)	-
Finance Cost	0.04	1.02	-	0.20	24.39	60.09	124.22	286.83	81.75	215.33	33.93	79.05
Operating Profit before working capital changes	-	5.43	-	(0.50)	-	34.56	-	169.85	-	106.92	-	21.62
Changes in Working Capital	-	-	-	-	-	-	-	-	-	-	-	-
Trade receivable	-	-	-	-	(97.36)	-	(521.61)	-	380.99	-	(194.38)	-
Other Loans and advances receivable	(7.00)	-	(36.76)	-	(16.88)	-	(20.78)	-	(39.90)	-	32.01	-
Inventories	45.04	-	-	-	(269.81)	-	(65.37)	-	(98.17)	-	209.22	-

Particulars	For the period ending on 31.03.12		For the period ending on 31.03.13		For the period ending on 31.03.14		For the period ending on 31.03.15		For the period ending on 30.12.15		For the period ending on 31.03.16	
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
Trade Payables	(4.93)	-	34.57	-	3922	-	147.30	-	(34.25)	-	(50.47)	-
Other Current Liabilities	(0.83)	-	180.65	-	5.30	-	(75.94)	-	22.90	-	19.69	-
	-	32.28	-	178.46	-	(339.53)	-	(536.39)	-	231.58	-	16.08
	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow from Operation	-	37.71	-	177.96	-	(304.97)	-	(366.54)	-	338.49	-	37.70
	-	-	-	-	-	-	-	-	-	-	-	-
Less : Income Tax paid	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow from Operating Activities (A)	-	37.71	-	177.96	-	(304.97)	-	(366.54)	-	338.49	-	37.70
	-	-	-	-	-	-	-	-	-	-	-	-
Cash flow from investing Activities												
	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets	-	-	(779.02)	-	(514.92)	-	(77.40)	-	(12.43)	-	(7.35)	-
Movement in Other Non Current Assets	-	-	(34.83)	-	34.83	-	-	-	-	-	-	-
Movement in Loan & Advances	-	-	(45.50)	-	(8.25)	-	30.69	-	(2.75)	-	(0.74)	-
Interest Income	-	-	0.48	-	4.39	-	4.39	-	1.10	-	0.87	-
	-	-	-	(858.88)	-	(483.95)	-	(42.32)	-	(14.08)	-	(7.22)

Particulars	For the period ending on 31.03.12		For the period ending on 31.03.13		For the period ending on 31.03.14		For the period ending on 31.03.15		For the period ending on 30.12.15		For the period ending on 31.03.16	
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow from Investing Activities (B)	-	-	-	(858.88)	-	(483.95)	-	(42.32)	-	(14.08)	-	(7.22)
	-	-	-	-	-	-	-	-	-	-	-	-
<u>Cash Flow From Financing Activities</u>												
Proceeds From Issue of shares capital	(38.49)	-	263.57	-	274.49	-	441.79	-	(816.17)	-	840.00	-
Proceeds From long Term Borrowing (Net)	3.60	-	163.82	-	557.19	-	66.68	-	578.61	-	(824.48)	-
Short Term Borrowing (Net)	-	-	269.24	-	(36.59)	-	23.81	-	(5.31)	-	(11.51)	-
Interest Paid	(0.04)	-	-	-	(24.39)	-	(124.22)	-	(81.75)	-	(33.93)	-
Dividend paid (Including DDT)	-	(34.94)	-	696.63	-	770.69	-	408.06	-	(324.63)	-	(29.91)
	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow from Financing Activities (C)	-	(34.94)	-	696.63	-	770.69	-	408.06	-	(324.63)	-	(29.91)
	-	-	-	-	-	-	-	-	-	-	-	-
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	-	2.77	-	15.71	-	(18.23)	-	(0.80)	-	(0.21)	-	0.57
Opening Cash & Cash	-	1.12	-	3.90	-	19.61	-	1.38	-	0.58	-	0.37

Particulars	For the period ending on 31.03.12		For the period ending on 31.03.13		For the period ending on 31.03.14		For the period ending on 31.03.15		For the period ending on 30.12.15		For the period ending on 31.03.16	
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
Equivalents												
	-	-	-	-	-	-	-	-	-	-	-	-
Cash and cash equivalents at the end of the period	-	3.90	-	19.61	-	1.38	-	0.58	-	0.37	-	0.94
	-	-	-	-	-	-	-	-	-	-	-	-
Cash And Cash Equivalents Comprise :	-	-	-	-	-	-	-	-	-	-	-	-
Cash	-	3.84	-	0.26	-	1.22	-	0.45	-	0.16	-	0.80
Bank Balance :	-	-	-	-	-	-	-	-	-	-	-	-
Current Account	-	0.06	-	19.35	-	0.16	-	0.13	-	0.21	-	0.14
Total	-	3.90	-	19.61	-	1.38	-	0.58	-	0.37	-	0.94

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	42,00,000 Equity Shares of face value of Rs 10 each fully paid up of the Company for cash at price of Rs. 12 per Equity Share aggregating Rs 504.00 lakhs
Of which:	
Market Maker Reservation Portion	2,20,000 Equity Shares of face value of Rs 10 each fully paid up of the Company for cash at price of Rs. 12 per Equity Share aggregating to Rs 26.40 lakhs
Net Issue to the Public	39,80,000 Equity Shares of face value of Rs 10 each fully paid up of the Company for cash at price of Rs. 12 per Equity Share aggregating to Rs 477.60 lakhs
	Of which:
	19,90,000 Equity Shares of face value of Rs 10 each fully paid up of the Company for cash at price of Rs. 12 per Equity Share aggregating Rs 238.80 lakhs will be available for allocation to Retail investors
	19,90,000 Equity Shares of face value of Rs 10 each fully paid up of the Company for cash at price of Rs. 12 per Equity Share aggregating Rs 238.80 lakhs will be available for allocation to other than Retail Investors
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	90,15,050 Equity Shares of face value of Rs 10 each
Equity Shares outstanding after the Issue	1,32,15,050 Equity Shares of face value of Rs 10 each
Use of Proceeds	For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 119 of this Prospectus for information on use of Issue Proceeds

Notes

- This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, as amended from time to time. For further details please refer to “Issue Structure” on page 301 of this Prospectus.
- The Issue is being made through the Fixed Price method and hence, as per sub-regulation (4) of Regulation 43, of SEBI (ICDR) Regulations allocation in the net offer to public category shall be made as follows:
 - Minimum fifty percent to retail individual investors; and
 - Remaining to
 - Individual applicants other than retail individual investors; and
 - Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
 - The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.
- The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on April 07, 2016 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on April 26, 2016. For further details please refer to chapter titled “*Issue Structure*” beginning on page 301 of this Prospectus.

GENERAL INFORMATION

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co.", pursuant to a deed of partnership dated July 16, 2007. The composition of the partnership firm was changed pursuant to supplementary agreement modifying the partnership deed dated October 11, 2008, April 1, 2015 and November 3, 2015. M/s Shiva Export Co. was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 in the name and style of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015 bearing registration no. 048974 and Corporate Identification Number U14200RJ2015PLC048974. The partners of M/s Shiva Export Co. were initial subscribers to Memorandum of Association of our Company. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled 'General Information' and 'Our History and Certain Other Corporate Matters' beginning on page 74 and 180 respectively of this Prospectus.

REGISTERED OFFICE OF OUR COMPANY

Shiva Granito Export Limited

8, Bhatt Ji Ki Baari,

Udaipur- 313001

Rajasthan, India

Tel: 0294-2427577

Fax: 0294-2414463

Email: cs@shivaexport.in

Website: www.shivaexport.in

Registration Number: 048974

Corporate Identification Number: U14200RJ2015PLC048974

REGISTRAR OF COMPANIES

Registrar of Companies, Jaipur, Rajasthan

Corporate Bhawan

G/6-7, Second Floor, Residency Area

Civil Lines, Jaipur-302001

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

SME Platform of BSE

P. J. Towers, Dalal Street;

Fort, Mumbai - 400 001,

Maharashtra

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age (In Years)	DIN	Address	Designation
1.	Suresh Upadhyay	59	01858367	8, Bhatt Ji Ki Baari, Udaipur, 313001, Rajasthan, India	Chairman and Whole Time Director
2.	Abhishek Upadhyay	32	01889928	8, Bhatt Ji Ki Baari, Udaipur, 313001, Rajasthan, India	Managing Director
3.	Vinod Kumar Jain	45	00248843	18, Sarvritu Vilas, Udaipur, 313001, Rajasthan, India	Independent Director

Sr. No.	Name	Age (In Years)	DIN	Address	Designation
4.	Asha Upadhyay	56	07396269	8, Bhatt Ji Ki Baari, Udaipur, 313001, Rajasthan, India	Non Executive Director
5.	Meeta Raina	43	07419460	69/2A, New flora Complex, Uday Tower Bhuwana, Udaipur-313001	Independent Director

For further details of our Directors, please refer to the chapter titled “*Our Management*” beginning on page 184 of this Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Youdhveer Singh Rathore
Shiva Granito Export Limited
 8, Bhatt Ji Ki Baari,
 Udaipur- 313001
 Rajasthan, India
Tel: 0294-2427577
Fax: 0294-2414463
Email: cs@shivaexport.in
Website: www.shivaexport.in

CHIEF FINANCIAL OFFICER

Abhinav Upadhyay
Shiva Granito Export Limited
 8, Bhatt Ji Ki Baari,
 Udaipur- 313001
 Rajasthan, India
Tel: 0294-2427577
Fax: 0294-2414463
Email: cfo@shivaexport.in
Website: www.shivaexport.in

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

All grievances relating to the ASBA process may be addressed to the registrar to the issue, with a copy to the relevant SCSB to whom the application was submitted (at ASBA Locations), giving full details such as name, address of the applicant, number of equity shares applied for, amount blocked, ASBA account number and the designated branch of the relevant SCSBs to whom the application was submitted (at ASBA Locations) where the ASBA form was submitted by the ASBA applicants.

STATUTORY AUDITOR

M/s. Nenawati & Associates
Chartered Accountants
 14-15, Brij Viharr Pulla,
 Udaipur- 313001
 Rajasthan, India
Tel: 0294-3292948
Fax: NA
E-mail: nenawati2011@gmail.com
Contact Person: C.S.Nenawati

Firm Registration No: 02148C

Membership No: 071341

PEER REVIEWED AUDITOR

Doshi Maru & Associates

217,218, Manek Centre,

P. N. Marg,

Jamnagar - 361001,

Gujarat, India

Tel: 288 2661941

Fax: 288 2661942

Email: doshi.maru@gmail.com

Website: www.doshimaru.com

Contact Person: Shashank P. Doshi

Firm Registration No: 0112187W

Membership No: 108456

M/s Doshi Maru & Associates holds a peer reviewed certificate dated February 6, 2014 issued by the Institute of Chartered Accountants of India.

LEAD MANAGER

Pantomath Capital Advisors Private Limited

406-408, Keshva Premises, Behind Family Court,

Bandra Kurla Complex, Bandra (East)

Mumbai 400 051,

Maharashtra, India

Tel: 22 6194 6725

Fax: 22 2659 8690

Email: ipo@pantomathgroup.com

Website: www.pantomathgroup.com

Contact Person: Saahil Kinkhabwala

SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

Bigshare Services Private Limited

E/2, Ansa Industrial Estate, Sakivihar Road

Saki Naka, Andheri East, Mumbai – 400072

Tel: 022 40430200

Fax: 022 28475207

Email: ipo@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Vipin Gupta

SEBI Registration Number: INR000001385

Investor Grievance E-mail: investor@bigshareonline.com

LEGAL ADVISOR TO THE ISSUE

M V Kini, Law Firm

Kini House, 6/39 Jangpura-B,

New Delhi - 110014

Tel: +91 11 2437 1038/ 39/ 40

Fax: +91 11 2437 9484

E-mail: vidisha@mvkini.com

Contact Person: Vidisha Krishan

Website: www.mvkini.com

BANKER TO THE COMPANY

Bank of Baroda

Udaipur Main Branch,
Town Hall, Udaipur-313001
Tel: (91) 0294-2410226,
Fax: (91) 0294-2413245
E-mail: udaipu@bankofbaroda.com
Contact Person: Saket Jain
Website: www.bankofbaroda.co.in

BANKER TO THE ISSUE / PUBLIC ISSUE BANK/REFUND BANKER

ICICI Bank Limited

Capital Market Division
1st Floor, 122, Mistry Bhavan
Dinshaw Vachha Road, Mumbai – 400020
Tel: (91) 022 2285 9922
Fax: (91) 022 2261 1138
Email: rishav.bagrecha@icicibank.com
Website: www.icicibank.com
Contact Person: Mr. Rishav Bagrecha
SEBI Registration No.: INBI00000004

SELF CERTIFIED SYNDICATE BANKS

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

BROKER CENTRES/ DESIGNATED CDP LOCATIONS/ DESIGNATED RTA LOCATIONS

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

CREDIT RATING

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

IPO GRADING

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

APPRAISAL AND MONITORING AGENCY

As per regulation 16(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lakhs. Since the Issue size is only of Rs. 504 lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of

the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

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

EXPERT OPINION

Our Company has not obtained any expert opinion.

DEBENTURE TRUSTEE

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

UNDERWRITER

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated May 20, 2016 and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue

Name and Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rupees in Lakhs)	% of the Total Issue size Underwritten
Pantomath Capital Advisors Private Limited 406-408, Keshva Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India Tel: +91 22 61946725 Fax: + 91 22 26598690 Email: ipo@pantomathgroup.com Contact Person: Saahil Kinkhabwala SEBI Registration Number: INM000012110	42,00,000	504.00	100%
Total	42,00,000	504.00	100%

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

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated May 20, 2016 with the following Market Maker, duly registered with BSE Limited to fulfill the obligations of Market Making:

Name	Rikhav Securities Limited
Correspondence Address:	35 B, Matru Chhaya, S. N. Road, Mulund (West), Mumbai – 400080
Tel No.:	+91 022 -25935353
Fax No.:	+91 022 - 25935300
E-mail:	info@rikhav.net
Website:	www.rikhav.net

Contact Person:	Mr. Vishal Patel
SEBI Registration No.:	INB011280436
BSE Market Maker Registration No. (SME Segment of BSE):	SMEMM0317408052012

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

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of 12/- the minimum lot size is 10000 Equity Shares thus minimum depth of the quote shall be Rs. 1.20 lakhs until the same, would be revised by BSE.
3. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the 2,20,000 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 2,20,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Rikhav Securities Limited is acting as the sole Market Maker.
7. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

9. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Corporate Office from 11.00 a.m. to 5.00 p.m. on working days.

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

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

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

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

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

CAPITAL STRUCTURE

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

Amount (Rs. in Lakhs except share data)

No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	Authorised Share Capital		
	1,40,00,000 Equity Shares having face value of Rs. 10/- each	1400.00	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	90,15,050 Equity Shares having face value of Rs. 10/- each	901.51	-
C.	Present Issue in terms of this Prospectus		
	42,00,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 12/- per share	420.00	504.00
	Consisting :		
	Reservation for Market Maker – 2,20,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 12/- per share	22.00	26.40
	Net Issue to the Public of 39,80,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 12/- per share	398.00	477.60
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors- 19,90,000 Equity Shares of face value of Rs. 10 each at a price of Rs. 12 per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2 lakhs	199.00	238.80
	Allocation to Other than Retail Individual Investors- 19,90,000 Equity Shares of face value of Rs. 10 each at a price of Rs. 12 per Equity Share shall be available for allocation for Investors applying for a value above Rs. 2 lakhs	199.00	238.80
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	1,32,15,050 Equity Shares of face value of Rs. 10 each	1321.51	-
E.	Securities Premium Account		
	Before the Issue	140.00	
	After the Issue	184.00*	

**After the issue securities premium has been calculated after deduction of issue expenses amounting to Rs. 40 lakhs.*

The Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on April 07, 2016, and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on April 26, 2016.

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

NOTES TO THE CAPITAL STRUCTURE

Details of increase in authorised Share Capital:

1. 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. 250.00 Lakhs consisting of 25,00,000 Equity shares of Rs. 10 each.		On incorporation	--
Rs. 250.00 Lakhs consisting of 25,00,000 Equity shares of Rs. 10 each.	Rs. 600.00 consisting of 60,00,000 Equity shares of Rs. 10 each.	January 9, 2016	EGM
Rs. 600.00 consisting of 60,00,000 Equity shares of Rs. 10 each.	Rs. 1400.00 consisting of 1,40,00,000 Equity shares of Rs. 10 each.	March 26, 2016	EGM

2. History of Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)	Cumulative Securities Premium Account (Rs.)
On Incorporation (December 31, 2015)	20,15,050	10	10	Other than cash	Subscription to Memorandum of Association ⁽ⁱ⁾	20,15,050	2,01,50,500	-
March 31, 2016	70,00,000	10	12	Other than cash	Conversion of unsecured loan ⁽ⁱⁱ⁾	90,15,050	9,01,50,500	1,40,00,000

- i. Initial Subscribers to Memorandum of Association subscribed 20,15,050 Equity Shares of face value of Rs. 10/-each fully paid at par pursuant to conversion of partnership firm M/s Shiva Exports Co. into Company under Part I chapter XXI of the Companies Act, 2013, details of which are given below:

Sr. No.	Name of Person	No. of shares Allotted
1	Suresh Upadhyay	1997671
2	Abhishek Upadhyay	17329
3	Abhinav Upadhyay	10
4	Asha Upadhyay	10
5	Harshita Upadhyay	10
6	Rachna Upadhyay	10
7	Kailash Upadhyay	10
	Total	20,15,050

- ii. Conversion of unsecured loan into equity by issue of 70,00,000 equity shares of face value of Rs. 10/-each fully paid at a premium of Rs.2/-, details of which are given below:

Sr. No	Name of Person	No. of Shares Allotted
1	Suresh Upadhyay	66,25,000
2	Shiva Explosives India Private limited	3,75,000
	Total	70,00,000

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

Sr. No	Date of Allotment / Date of Fully Paid up	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Nature of Issue
1	Decemeber 31, 2015	20,15,050	10	10	Otherwise than in Cash	Subcribition to MOA
2	March 31, 2016	70,00,000	10	12	Otherwise than in Cash	Conversion of loan given to our Partnership firm by Suresh Upadhyay and Shiva Explosives India Pvt. Ltd.
	Total	90,15,050				

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.
5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. No shares have been issued at price below Issue Price since incorporation.
7. As on the date of this Prospectus, our Company does not have any preference share capital.

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

As on the date of this Prospectus, our Promoters Suresh Upadhyay and Abhishek Upadhyay holds 95.84% and 0.19% Equity Shares respectively, of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

a. Suresh Upadhyay

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %	Lock-in Period	Source of funds	Pledge
On Incorporation December 31, 2015	19,97,671	10	10	Subscription to MOA	99.14%	15.12%	1 year	Conversion of Shiva Export Co. (partnership firm)	Nil
March 31, 2016	27,09,100	10	12	Conversion of Unsecured Loan	30.05%	20.50%	3 years	Conversion of loan given to our Company by Suresh Upadhyay and Shiva Explosives india Pvt. Ltd to Shiva Export Co. and transfer of same into Shiva Granito Export Limited	Nil
	39,15,900				43.44%	29.63%	1 year		
Total	86,22,671				95.84%	65.38%			

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

b. Abhishek Upadhyay

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	Lock-in Period	Source of funds	Pledge
December 31, 2015	17,329	10	10	Subscription to MOA	0.19%	0.13%	1 year	Conversion of Shiva Export Co. (partnership firm)	Nil
Total	17,329				0.19%	0.13%			

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

i. Details of Promoter's Contribution locked in for three years:

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

Our Promoter has given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoter's Contribution constituting 20.50% of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment	Date when made fully paid up	No. of Shares Allotted/ Transferred	Face Value	Issue Price	Nature of Allotment	% of Post Issue sharehold ing	Lock in Period
Suresh Upadhyay							
March 31, 2016	March 31, 2016	27,09,100	10	12	Conversion of Unsecured Loan	20.50%	3 Years

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 Regulations. In Connection, we confirm the following:

- The Equity Shares offered for minimum 20% Promoters' contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price ;
- Equity Shares issued to our Promoter during the preceeding 1 year upon conversion of a partnership firm;
- The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoter are in dematerialization; 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.

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

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

iii. Other requirements in respect of lock-in

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

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

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

We further confirm that our Promoter's Contribution of 20.50% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

9. Our Shareholding Pattern

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI Listing Regulations as on the date of this Prospectus:-

i. Summary of Shareholding Pattern

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

Category	Category of Shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held (b)	No.	As a % of total Shares held (b)	
								Class eg: X	Class eg: Y	Total								
A	Promoter and Promoter Group	8	90,15,050	-	-	90,15,050	100%					-	100%	-	-	-	-	90,15,050
B	Public	0	0	-	-	-						-	-	-	-	-	-	-
C	Non Promoter- Non Public	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Cate gory	Catego ry of Shareh older	Nos. of shareho lders	No. of fully paid up equit y share s held	No. of Par tly pai d- up equi ty sha res hel d	No. of shares underl ying Deposi tory Receip ts	Total nos. share s held	Shareho lding as a % of total no. of shares (calcula ted as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Underl ying Outsta nding convert ible securiti es (includi ng Warra nts)	Shareho lding , as a % assumin g full conversi on of converti ble securiti es (as a percent age of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares**		Number of Shares pledged or otherwis e encumb ered		Number of equity shares held in demateri alized form
								No of Voting Rights			Total as a % of (A+B +C)			N o. (a) (b)	As a % of total Sha res hel d (b)	N o. (a) (b)		
								Cl ass eg: X	Cl ass eg: Y	To tal								
1	Shares underly ing DRs	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employ ee Trusts	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	8	90,15,	-	-	-	100%	-	-	-	-	-	100%	-				90,15,05

Cate gory	Catego ry of Shareh older	Nos. of shareho lders	No. of fully paid up equit y share s held	No. of Par tly pai d- up equi ty sha res hel d	No. of shares underl ying Deposi tory Recep ts	Total nos. share s held	Shareho lding as a % of total no. of shares (calcula ted as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Underl ying Outsta nding convert ible securiti es (includi ng Warra nts)	Shareho lding , as a % assumin g full conversi on of converti ble securiti es (as a percent age of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares**		Number of Shares pledged or otherwis e encumb ered		Number of equity shares held in demateri alized form
								No of Voting Rights			Total as a % of (A+B +C)			N o. (a) (b)	As a % of total Sha res hel d (b)	N o. (a) (b)	As a % of total Sha res hel d (b)	
								Cl ass eg: X	Cl ass eg: Y	To tal								
			050															0

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

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

I. Shareholding Pattern of Promoter and Promoter Group

	Category of Shareholder	P A N	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		7	86,40,050	-	-	86,40,050	95.84%	-	-	-	-	95.84%	-	-	-	-	-	86,40,050

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
								Class eg: X	Class eg: Y	Total									
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(b)	Central Government/ State Government(s)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(	Any Other	-	1	3,75,	-	-	3,75,	4.16%	-	-	-	-	-	4.16%	-	-	-	-	3,75,000

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
d)	(specify) Body Corporates			000			000												
	Sub-total (A) (1)		8	90,15,050	-	-	90,15,050	100%	-	-	-	-		100%	-			90,15,050	
(2)	Foreign																		
(	Individual	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
a)	s (Non-Resident Individual s/ Foreign Individual s)																		
(b)	Government	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(c)	Institution s	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (Specify)/ Body	-	-		-	-		-	-	-	-	-	-	-	-	-	-	-	-

	Category of Shareholder	P A N	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			N o. (a)	As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
	Corporat																		
	Sub-total (A) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Shareholding of Promoter and Promoter		8	90,15,050	-	-	90,15,050	100%	-	-	-	-	100%	-	-	-	-	90,15,050	

	Category of Shareholder	P A N	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			N o. (a)	As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
	Group (A)= (A)(1)+(A)(2)																		

II. Shareholding pattern of the Public shareholder

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

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

	Category of Shareholder	P A N	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares*		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			N o. (a)	As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares*		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V +VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-total (B) (1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(	Central	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares*		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
2)	Government/State Government(s)/ President of India																		
	Sub-Total (B) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(	Non-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

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

	Category of Shareholder	P A N	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares*		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			N o. (a)	As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V +VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
	nominal share capital in excess of Rs. 2 lakhs																		
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares*		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V +VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Overseas Depositories (holding DRs) (balancing	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Category of Shareholder	P A N	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares*		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			N o. (a)	As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V +VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
	figure)0																		
(e)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares*		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held (b)	No.	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V +VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)	-	-	-			-	-	-	-	-	-	-	-	-	-	-	-	

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

Shareholding pattern of the Non Promoter / Non Public Shareholder																			
	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B +C)			N o. (a)	As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: 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	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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

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

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B +C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total								
	I	II	III	IV	V	VI	VII = IV+V +VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
	) Regulations, 2014)																		
	Sub total (C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

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

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

Note: PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Shares.*As on the date of this Prospectus 1 Equity Shares holds 1 vote.

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

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoter				
1.	Suresh Upadhyay	86,22,671	95.65	86,22,671	65.25
2.	Abhishek Upadhyay	17,329	0.19	17,329	0.13
	Sub Total	86,40,000	95.84	86,40,000	65.38
	Promoter Group				
3.	Asha Upadhyay	10	Negligible	10	Negligible
4.	Abhinav Upadhyay	10	Negligible	10	Negligible
5.	Harshita Upadhyay	10	Negligible	10	Negligible
6.	Rachna Upadhyay	10	Negligible	10	Negligible
7.	Kailash Upadhyay	10	Negligible	10	Negligible
8.	Shiva Explosives India Pvt. Ltd.	3,75,000	4.16	3,75,000	2.84
	Sub total	3,75,050	4.16	3,75,050	2.84
	Total	90,15,050	100.00	90,15,050	68.22

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Suresh Upadhyay	86,22,671	11.54
Abhishek Upadhyay	17,329	10.00

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

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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Suresh Upadhyay	86,22,671	95.65
2.	Shiva Explosives India Pvt. Ltd.	3,75,000	4.16
3.	Abhishek Upadhyay	17,329	0.19
4.	Asha Upadhyay	10	0.00
5.	Abhinav Upadhyay	10	0.00
6.	Harshita Upadhyay	10	0.00
7.	Rachna Upadhyay	10	0.00
8.	Kailash Upadhyay	10	0.00
	Total	90,15,050	100.00

As on the date of this Prospectus, our Company has 8 (eight) shareholders.

- 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.	Suresh Upadhyay	86,22,671	95.65
2.	Shiva Explosives India Pvt. Ltd.	3,75,000	4.16
3.	Abhishek Upadhyay	17,329	0.19
4.	Asha Upadhyay	10	0.00
5.	Abhinav Upadhyay	10	0.00
6.	Harshita Upadhyay	10	0.00
7.	Rachna Upadhyay	10	0.00
8.	Kailash Upadhyay	10	0.00
	Total	90,15,050	100.00

Our Company had 8 (eight) shareholders as on ten days prior to the date of filing this Prospectus.

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

Our Company was converted from partnership firm on Decemeber 31, 2015 hence top ten shareholders two years prior to the date of filing of this Prospectus is not applicable.

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.
15. Neither the Lead Manager viz. Pantomath Capital Advisors Private Limited, nor their associates hold any Equity Shares of our Company as on the date of the Prospectus.
16. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the SME Platform of BSE.
17. As on the date of this Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under the Companies Act.
18. Except as set out below none of the members of the Promoter Group, the Promoter 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.

Date of Allotment /Transfer	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	Shares Allotted
March 31, 2016	70,00,000	10	12	Other than cash	Conversion of Unsecured Loan	Suresh Upadhyay	66,25,000
						Shiva Explosives India Pvt. Ltd.	3,75,000

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

30. Our Company has not raised any bridge loans against the proceeds of the Issue.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
34. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
35. We have 8(eight) shareholders as on the date of filing of the Prospectus.
36. Our Promoters and the members of our Promoter Group will not participate in this Issue.
37. Our Company has not made any public issue since its incorporation.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2016, 2015, 2014, 2013 and 2012 please refer to paragraph titled *'Related Parties Transactions as Restated'* in the chapter titled *"Financial Statements as Restated"* on page 212 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 184 of the Prospectus

OBJECTS OF THE ISSUE

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

The objects of the Issue are:-

1. Working Capital requirements;
2. General Corporate Purposes;

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

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

DETAILS OF THE PROCEEDS

Particulars	Amount (in Rs. Lakhs)
Gross Proceeds	504.00
(Less) Issue Related Expense	42.00
Net Proceeds	462.00

FUND REQUIREMENTS

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

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

Means of Finance

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

Utilisation of Net Proceeds

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

S. No.	Particulars	Amount (in Rs. Lakhs)	Percentage of Net Issue (%)	Percentage of Net Issue (%)
1.	Working Capital Requirement	414.00	89.22%	82.14%
2.	General Corporate Purpose	50.00	10.78%	9.92%
	Total	464.00	100.00%	92.06%

While we intend to utilise the Issue Proceeds in the manner provided above, in the event of a surplus, we will use such surplus towards general corporate purposes including meeting future growth requirements. In case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if

any, available in respect of the other purposes for which funds are being raised in this Issue. In the event of any shortfall in the Net Proceeds, we will bridge the fund requirements from internal accruals or debt/equity financing.

Schedule of Implementation/Utilisation of Net Proceeds

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

Details of Utilization of Issue Proceeds

• Working Capital Requirement

We finance our working capital requirements from bank funding, internal accruals and other sources. As on March 31, 2015 and March 31, 2016 our Company's net working capital consisted of **Rs.720.28 lakhs** and **Rs. 472.99 lakhs** respectively, based on the restated standalone financial statements.

The total working capital requirement for the year 2016-17 is estimated to be **Rs.922.92 lakhs**. The incremental working capital requirement for the year ending March 31, 2017 will be **Rs. 449.93 lakhs**, which will be met through the Net Proceeds to the extent of **Rs.414.00 lakhs**, and the balance portion will be met through internal accruals.

Basis of estimation of working capital requirement

The details of our Company's working capital requirement are based on the audited and restated standalone financial statements as at March 31, 2015 and March 31, 2016 are as set out in the table below:

Particulars	Amount (Rs. In Lakhs)	
	As on March 31	
	2015	2016
Current Assets		
Inventories		
• Raw material	253.36	124.86
• Work in process	37.52	24.57
• Finished Goods	42.33	74.17
• Stores & Spares	1.97	0.52
Trade Receivables	618.97	432.36
Cash and Bank Balance	0.58	0.94
Short term loans & advances & other current assets	96.64	104.53
Total (A)	1,051.37	761.95
Current Liabilities		
Trade Payables	221.09	136.36
Other Current Liabilities & short term provisions	110.00	152.60
Total (B)	331.09	288.96
Net Working Capital (A)-(B)	720.28	472.99
Incremental Working Capital	535.60	-247.29
Sources of Working Capital		
Incremental borrowings	23.81	
Internal Accrual	511.79	NA

Particulars	As on March 31	
	2015	2016
Total Source	535.60	NA

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

Particulars	Amount (Rs. In Lakhs)
	2016-17 (Estimated)
Current Assets	
Inventories	
Raw material	224.88
Work in process	45.86
Finished Goods	215.40
Stores & Spares	0.94
Trade Receivables	529.37
Cash and Bank Balance	43.12
Short term loans & advances and other current assets	162.33
Total (A)	1221.90
Current Liabilities	
Trade Payables	132.50
Other Current Liabilities & Provisions	166.48
Total (B)	298.98
Net Working Capital (A)-(B)	922.92
Incremental Working Capital*	449.93
Sources Of Incremental Working Capital	
Issue Proceeds	414.00
Internal Accruals	35.93
Total Source	449.93

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

Assumption for working capital requirements

Assumptions for Holding Levels*

Particulars	(In months)		
	Holding Level as of March 31, 2015	Holding Level as of March 31, 2016	Holding Level as of March 31, 2017 (Estimated)
Current Assets			
Inventories			
Raw material	2.68	1.15	1.85
Work in process	0.35	0.20	0.33
Finished Goods	0.40	0.58	1.58
Trade Receivables	5.11	3.14	3.50
Current Liabilities			
Trade Payables	2.26	1.34	0.99

Our Company proposes to utilise Rs. 414.00 Lakhs of Net Proceeds towards working capital requirements for meeting our business requirements.

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in Financial Year 2016-17 considering the growth in activities of our Company. Our Company has assumed raw material inventory of **1.85 months**, work in process inventory of **0.33 months** and finished goods inventory of **1.58 month** for the Financial Year 2016-2017.

Our Debtors cycle was of about 5.11 and 3.14 months in Financial Year 2014-15 and 2015-16. We have assumed that our debtor's cycle will be 3.50 months for Financial Year 2016-17. Similarly we have estimated trade payables days as 0.99 months for Financial Year 2015-16.

Justification for "Holding Period" levels

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

Assets- Current Assets	
Inventories	In FY 2016-17 we have assumed raw material inventory of around 1.85 months as against 1.15 months of FY 2015-16 as different types of stones are required for manufacturing of Quartz Slab & Powder and bulk purchase of chemicals used in manufacturing resins also help us in cost savings. Further the work in process inventory is assumed to be 0.33 months in approximately similar line of FY 2015-16. Finished good inventory is assumed to be of 1.58 months on account of increase in types of design of Quartz Slab and ready supply of resins.
Trade receivables	In FY 2016-17 the trade receivable holding period is expected to increase from 3.14 months in F.Y. 2015-16 to 3.50 month. We intend to give a liberal period to our customers to increase our customer base and as per industry practise.
Liabilities - Current Liabilities	
Trade Payables	In FY 2016-17, the credit period is expected to be 0.99 months which is lower than 1.34 in FY 2014-15 to have a better pricing of raw materials.

- **General Corporate Purpose**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Issue proceeds aggregating Rs. 50.00 lakhs towards general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Proceeds after meeting issue expenses, for general corporate purpose including but not restricted to, marketing expenses, meeting operating expenses, strengthening of our business development and marketing capabilities, meeting exigencies which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

- **Issue Related Expenses**

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs.42.00 Lakhs.

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	38.50	91.67%	7.64%
Regulatory fees	2.00	4.76%	0.40%
Marketing and Other Expenses	1.50	3.57%	0.30%
Total estimated Issue expenses	42.00	100%	8.34%

****As on August 03, 2016, our Company has incurred Rs.8.50 Lakhs towards Issue Expenses out of Internal accruals.***

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

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.01% on the Allotment Amount# or Rs. 100 whichever is less on the Applications wherein shares are allotted.

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

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

BRIDGE FINANCING

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

DEPLOYMENT OF FUNDS

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

Amount (Rs. in Lakhs)

Particulars	Total Funds required	Amount incurred June 01, 2016	Deployment during FY 2016-17
Working Capital Requirements	414.00	-	414.00
General Corporate Purposes	50.00	-	50.00
Total	464.00		464.00

Our management, in accordance with the policies set up by the Board, will have flexibility in deploying the Net Proceeds of the Issue.

APPRAISAL BY APPRAISING AGENCY

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

INTERIM USE OF FUNDS

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

MONITORING AGENCY

As per regulation 16(1) of the SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lakhs. Since the Issue size is only of Rs. 504 lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

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

VARIATION IN OBJECTS

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of a special resolution. In addition, the notice issued to our shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, our Promoter or controlling shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the Issue proceeds will be paid by our Company as consideration to the Promoter, the Directors, our key management personnel or the Group Companies, except in the ordinary course of business.

BASIS FOR ISSUE PRICE

The Issue Price of Rs. 12/- per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors.

The face value of the Equity Share is Rs. 10 per and Issue Price is Rs. 12 per Equity Share and is 1.2 times the face value.

QUALITATIVE FACTORS

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

- Wide range of products
- Innovative Designs

For further details, refer to heading “*Our Competitive Strengths*” under chapter titled ‘*Our Business*’ beginning on page 151 of this Prospectus.

QUANTITATIVE FACTORS

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

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

Year ended	EPS (Rs.)	Weight
March 31, 2014	(0.88)	1
March 31, 2015	(4.23)	2
March 31, 2016	(5.75)	3
Weighted average	(4.43)	

Notes:

- The status of the Company prior to 31st December 2015 was that of a partnership firm. Hence, EPS and NAV per share for all the periods/ years prior to 31st December 2015 have been calculated by considering the number of shares outstanding as at 31st December 2015. Figures for the period from April 01, 2015 to December 30, 2015 pertaining to the Partnership Firm prior to its conversion under part I Chapter XXI of Section 366 of Companies Act, 2013 and figures for the period from December 31, 2015 to March 31, 2016 post its conversion into company have been combined and presented as figures for the year ended March 31, 2016.
- Our Company has converted unsecured loan and issued 70,00,000 Equity Shares on March 31, 2016.
- Earnings per share calculations have been done in accordance with Accounting Standard 20- “Earnings per Share” issued by the ICAI.
- The basic earnings per share has been arrived as net profit/ (loss) after tax, as restated attributable to Shareholders divided by the weighted average number of shares outstanding for the year/ period.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 12 per Equity Share of Rs. 10 each fully paid up.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2015-16*	N.A.
P/E ratio based on Weighted Average EPS*	N.A.
**Industry P/E	
Lowest	N.A.

Particulars	P/E Ratio
Highest	N.A
Average	N.A

*P/E Ratio for the the last 3 financial Years is negative and hence it is not applicable.

** We believe that there are no Listed Company engaged in the activities similar to ours.

3. Return on Net worth (RoNW)

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

Year ended	RoNW (%)	Weight
March 31, 2014	(3.22)%	1
March 31, 2015	(9.41)%	2
March 31, 2016	(14.40)%	3
Weighted Average	(10.87)%	

Note: The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off. Net worth before conversion from partnership has been calculated after including amount transferred from partner’s capital account to Unsecured Loan Account.

4. Minimum Return on Total Net Worth post Issue needed to maintain Pre Issue EPS for the year ended March 31, 2016 – Not Applicable (as the EPS is negative)

5. Net Asset Value (NAV)

Particulars	Amount (in Rs.)
Net Asset Value per Equity Share as of March 31, 2016	9.02
Net Asset Value per Equity Share after the Issue	9.96
Issue Price per equity share	12.00

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

6. Comparison with other listed companies

We believe that there are no listed Companies engaged in similar business as of our Company like manufacturing/dealing of God & Goddess statues/deities, manufacturing of resins, quartz slab and quartz powder, hence comparison is not possible. The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors, believes that the Issue Price of Rs. 12/- per Equity Share for the Public Issue is justified in view of the above paramters

For further details see section titled “Risk Factors” beginning on page 17 and the financials of the Company including profitability and return ratios, as set out in the section titled “Financial Statements as Restated” beginning on page 212 of this Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFIT

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

To
The Board of Directors
Shiva Granito Export Limited
8, Bhatt Ji Ki Bari,
Udaipur – 313001,
Rajasthan.

Dear Sirs,

Sub: Statement of possible special tax benefits (“the Statement”) available to Shiva Granito Export Limited (“the Company”) and its shareholders prepared in accordance with the requirements in Schedule VIII-Clause (VII) (L) of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (“the Regulations”)

We hereby report that the enclosed statement states the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (Act) (as amended by the Finance Act, 2016), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfillment of such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

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

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

For Doshi Maru & Associates
Chartered Accountants

Shashank P Doshi
Partner
M. No. 108456
ERN No. 0112187W
Place : Jamnagar
Date : 23rd May 2016

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

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws in India for the Financial Year 2015-16.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

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

B. 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.

SECTION IV – ABOUT THE COMPANY

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements as Restated” and related notes beginning on page 17 and 212 respectively of this Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION: ENGINEERED QUARTZ STONE

Natural stones, especially granite, have been used for flooring and countertop material in high end homes for its beauty and elegance. However, even though it is very durable, scratch and heat resistant, it has other inherent less desirable characteristics. They are naturally porous and are prone to staining by oils, acids and some cleaning products, especially if they are not properly sealed or resealed periodically. It also contains tiny pits and natural fissures that may appear to be cracks, although these are inherent features. Besides, they are subject to tone variation and it is not easy to achieve smooth transition in the range of shades when it is used in large areas. An alternative to natural stone is engineered quartz stone which is also durable but without the less desirable characteristics of natural stone.

Quartz - Quartz is a naturally occurring silicate mineral composed of silicon dioxide (SiO₂). It is one of the most common and available minerals on the earth's surface. It ranks 7.0 on MOH (Measurement of Hardness) scale, behind topaz (8.0), sapphire (9.0) and diamond (10.0). Granite is ranked 6 on the scale.

Engineered Quartz Stone - Quartz exists naturally in clusters and does not form huge stone blocks like granite (which contains 40% - 60% quartz), limestone or other types of rock. This makes it unsuitable for use in its natural state in countertops or other large slab applications. This means that it needs to be converted into another form i.e. engineered stone, to make it usable in such applications.

Engineered quartz stone (also known as reconstituted or re-composed stone) is manufactured from a mix of quartz aggregate chips, a resin binder (typically unsaturated polyester), pigments and additives. Engineered stone slabs and counter tops are available in a wide range of colours, patterns, and even textures. Its texture can be fine or coarse, depending on how it is processed, and can be combined with glass and other reflective materials for a sparkling finish. They are increasingly popular in high-end applications combining the benefits of granite's durability and non-porous nature of quartz.

(Source: Engineered Quartz Stone; Kuter – Industrial Investment Business Development www.kuterinvestment.com)

TECHNICAL CHARACTERISTICS OF ENGINEERED QUARTZ STONE VS AGGLOMERATED MARBLE

S NO	CHARACTERISTIC	ENGINEERED QUARTZ	AGGLOMERATED MARBLE
1	Density	2.4 to 2.5 g/cm ³	2.4 to 2.5 g/cm ³
2	Water Absorption	0.01 to -0.2%	< 0.20 %
3	Modulus of Rupture	41-58 Mpa	20-35 Mpa
4	Compressive Strength	150-240 Mpa	110-150 Mpa
5	Abrasion Resistance	58-63 (Index)	20-32 (Index)
6	Hardness	6-7 Mohs	3-4 Mohs
7	Acid Resistance	Yes (certain extent)	No

(Source: Engineered Quartz Stone 2 - Building and Construction Authority www.bca.gov.sg)

KEY FEATURES OF ENGINEERED QUARTZ STONE

- As the manufacturing process allows uniformity and consistency in dimension and shade, pre selection effort (also known as dry-lay – a common practice when using natural stones) is minimized. This saves considerable time during construction.
- The high MOH score and better scratch resistance properties make the material suitable for commercial flooring applications where traffic and abrasion factors are high.
- Most patterns of engineered stones resemble natural stone, but with a consistent pattern, texture and colour. Thus flooring or countertops have a uniform appearance.
- The hard, non-porous surface retains its polished lustre and does not need sealing treatment on the surface. It can also be cleaned and maintained with normal or soapy water.
- In addition to kitchen countertops, engineered stone products are suitable for shower and tub surrounds, vanity tops and other surfaces in wet areas, unlike porous stones, which can foster bacteria growth. They are therefore ideal for locations such as commercial buildings, canteens, hospital food service areas, etc.
- As they are man-made, these materials can be fabricated in large sizes, resulting in less joints and better aesthetics.

(Source: Engineered Quartz Stone; Kuter – Industrial Investment Business Development www.kuterinvestment.com)

LIMITATIONS OF ENGINEERED QUARTZ STONE

- Although engineered stone resembles natural stone, it still lacks the uniqueness and beauty found in natural stone e.g. beauty marks, flowing veins, known as “movement” of the stone. From an aesthetic standpoint, engineered quartz countertops may appear artificial.
- The high MOH score gives better hardness and scratch resistance properties. However, once the tiles are installed, they cannot be ground and polished (similar to granite) if there is any lippage or unevenness in the flooring.
- The back-splash at counter tops or sinks cannot be integrated like acrylic materials solid top materials. So back-splash joints are inevitable in the counter-top.
- The cost of materials can be higher than natural stone in some cases depending on the variety and supply source.
- Engineered stones are primarily stone particles with a bit of resin and pigment. Not all variety of stones used in manufacture will have a consistent quality. The end product may therefore vary from one batch production to another depending on the raw materials used, mixing ratio of resin, quality of resin and other pigments and type of machinery employed for the production.

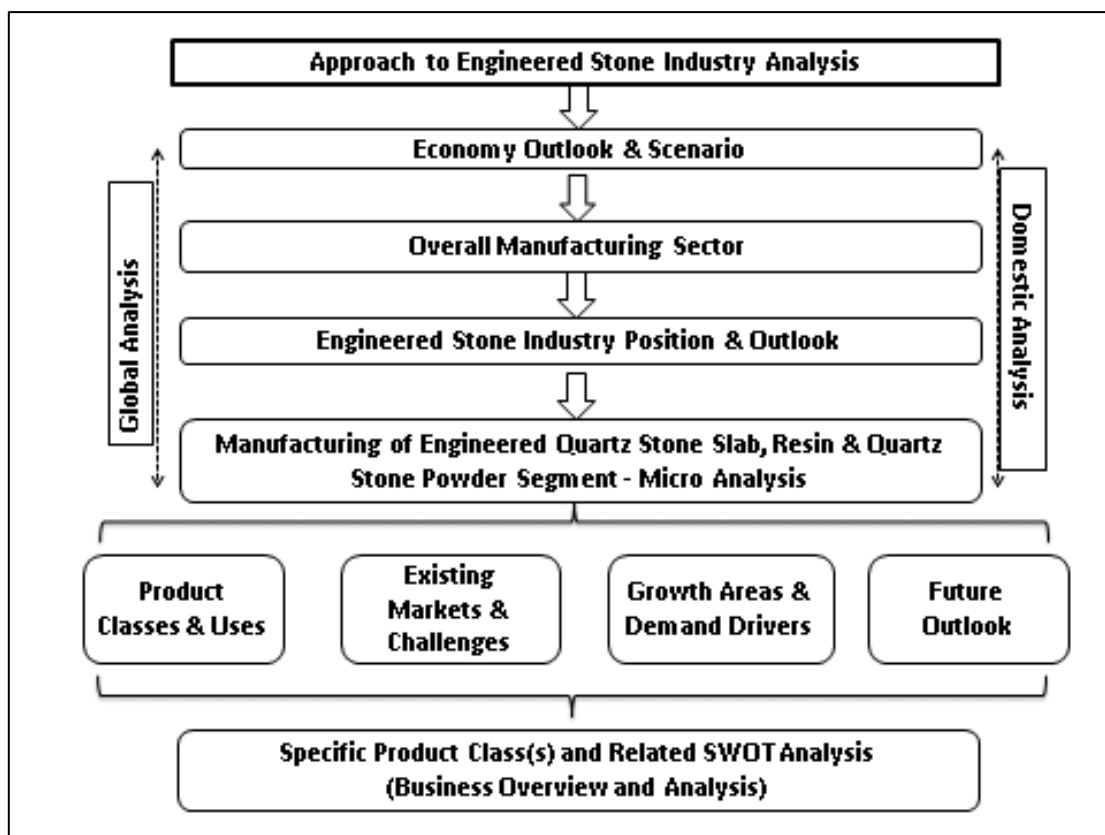
(Source: Engineered Quartz Stone; Kuter – Industrial Investment Business Development www.kuterinvestment.com)

APPROACH TO INDUSTRY ANALYSIS

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

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall manufacturing sector is 'Engineered Stone Industry', which in turn encompasses various components. It comprises of Manufacturing of Engineered Quartz Stone Slab, Manufacturing of Resin & Quartz Stone Powder etc.

Thus, Manufacturing of Engineered Quartz Stone Slab, Resin & Quartz Stone Powder segment should be analysed in the light of Engineered Stone Industry. An appropriate view on the segment, then, calls for the overall economy outlook, performance and expectations of Manufacturing Sector, position of Engineered Stone Industry and micro analysis of its components.



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

GLOBAL ECONOMIC ENVIRONMENT

INTRODUCTION

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

At the same time, the upcoming Budget and 2016-17 (FY-2017) economic policy more broadly, will have to contend with an unusually challenging and weak external environment. Although the major

international institutions are yet again predicting that global growth will increase from its current subdued level, they assess that risks remain tilted to the downside. This uncertain and fragile outlook will complicate the task of economic management for India.

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

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

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

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

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

GLOBAL ECONOMIC OVERVIEW

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

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

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

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

GLOBAL OUTLOOK FOR GROWTH

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

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

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

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

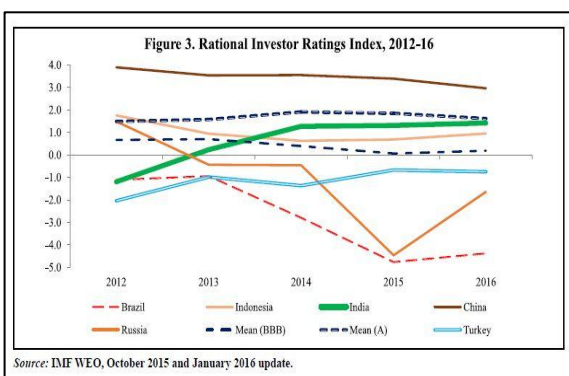
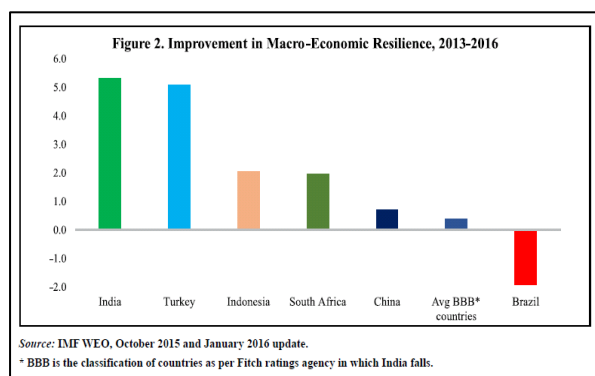
(Source-Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

THE INDIAN ECONOMY

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

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

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



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

REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

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

- Even as real growth has been accelerating, nominal growth has been falling, to historically low levels, an unusual trend highlighted in the Mid-Year Economic Analysis (MYEA), 2015-16.
- According to the Advance Estimates, nominal GDP (GVA) is likely to increase by just 8.6 (6.8) percent in 2015-16.
- In nominal terms, construction is expected to stagnate, while even the dynamic sectors of trade and finance are projected to grow by only 7 to 7 3/4 percent.

- Inflation remains under control The CPI-New Series inflation has fluctuated around 51/2 percent, while measures of underlying trends—core inflation, rural wage growth and minimum support price increases—have similarly remained muted. Meanwhile, the WPI has been in negative territory since November 2014, the result of the large falls in international commodity prices, especially oil. As low inflation has taken hold and confidence in price stability has improved, gold imports have largely stabilized, notwithstanding the end of a period of import controls
- Similarly, the external position appears robust. The current account deficit has declined and is at comfortable levels; foreign exchange reserves have risen to US\$351.5 billion in early February 2016, and are well above standard norms for reserve adequacy; net FDI inflows have grown from US\$21.9 billion in April-December 2014-15 to US\$27.7 billion in the same period of 2015-16; and the nominal value of the rupee, measured against a basket of currencies, has been steady. India was consequently well-positioned to absorb the volatility from the U.S. Federal Reserve actions to normalize monetary policy that occurred in December 2015. Although the rupee has declined against the dollar, it has strengthened against the currencies of its other trading partners.
- The fiscal sector registered three striking successes: on-going fiscal consolidation, improved indirect tax collection efficiency; and an improvement in the quality of spending at all levels of government.
- Government tax revenues are expected to be higher than budgeted levels. Direct taxes grew by 10.7 per cent in the first 9 months (9M) of 2015-16. Indirect taxes were also buoyant. In part, this reflected excise taxes on diesel and petrol and an increase in the Swachh Bharat cess. The central excise duty collection from petroleum products during April to December 2015-16 recorded a growth of 90.5 per cent and stood at Rs.1.3 lakh crore as against Rs. 0.7 lakh crore in the same period last year. Tax performance also reflected an improvement in tax administration because revenues increased even after stripping out the additional revenue measures (ARMs). Indirect tax revenues grew by 10.7 per cent (without ARMs) and 34.2 per cent (with ARMs).
- The main findings are that a welcome shift in the quality of spending has occurred from revenue to investment, and towards social sectors. Aggregate public investment has increased by about 0.6 per cent of GDP in the first 8 months of this fiscal year, with contributions from both the Centre (54 per cent) and states (46 per cent).

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

DEVELOPMENTS IN THE CAPITAL MARKET

PRIMARY MARKET

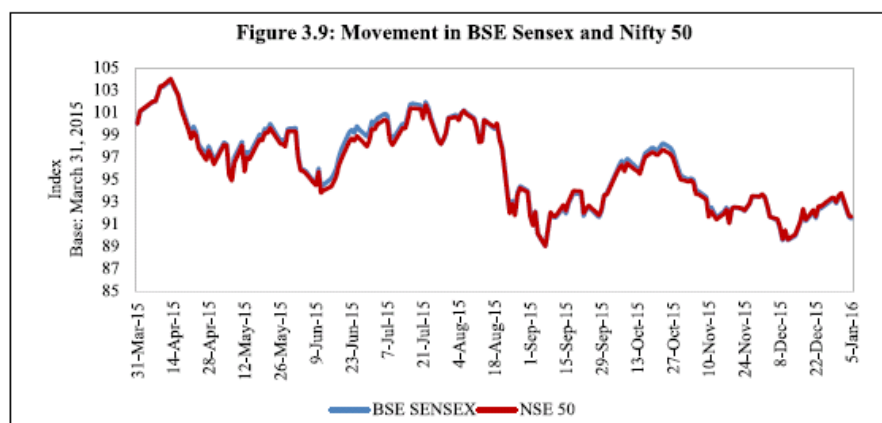
In 2015-16 (April-December), resource mobilization through the public and right issues has surged rapidly as compared to the last financial year. During 2015-16 (April- December), 71 companies have accessed the capital market and raised Rs.51,311 crore, compared to Rs.11,581 crore raised through 61 issues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

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

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

SECONDARY MARKET

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



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

INDUSTRIAL PERFORMANCE

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

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

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

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

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

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

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

Source: CSO

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

MICRO SMALL AND MEDIUM ENTERPRISES SECTOR

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

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

- **Udyog Aadhar Memorandum (UAM):** The UAM scheme, which was notified in September 2015 under section 8 of the MSME Development Act 2006, is a path-breaking step to promote ease of doing business for MSMEs. Under the scheme, MSME entrepreneurs just need to file an online entrepreneurs' memorandum to instantly get a unique Udyog Aadhaar Number (UAN). The information sought is on self-certification basis and no supporting documents are required. This marks a significant improvement over the earlier complex and cumbersome procedure.
- **Employment Exchange for Industries:** To facilitate match making between prospective job seekers and employers an employment exchange for industries was launched on June 15, 2015 in line with Digital India. More than 3.42 lakh job seekers have been registered on the portal as on December 30, 2015.

- **Framework for Revival and Rehabilitation of MSMEs:** Under this framework, which was notified in May 2015, banks have to constitute a Committee for Distressed MSME enterprises at zonal or district level to prepare a Corrective Action Plan (CAP) for these units.
- **A scheme for Promoting Innovation and Rural Entrepreneurs (ASPIRE):** ASPIRE was launched on March 16, 2015 with the objective of setting up a network of technology centres and incubation centres to accelerate entrepreneurship and promote start-ups for innovation and entrepreneurship in rural and agriculture based industry.

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

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

OUTLOOK FOR GROWTH

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

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

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

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

- To measure the demand for India's exports, we calculate a proxy-weighted average GDP growth rate of India's export partners. The weights are the shares of partner countries in India's exports of goods and services. We find that this proxy for export demand growth declined from 3.0 percent in 2014 to 2.7 per cent in 2015, which helps explain the deceleration in India's non-oil exports, although the severity of the slowdown—in fact, a decline in export volume—went beyond adverse external developments. Current projections by the IMF indicate that trading partner growth this demand will improve marginally this year to about 2.8 percent. But the considerable downside risks suggest that it would be prudent not to count on a big contribution to GDP growth from improving export performance.
- On the domestic side, two factors could boost consumption. If and to the extent that the Seventh Pay Commission (7th PC) is implemented, increased spending from higher wages and allowances of government workers will start flowing through the economy. If, in addition, the monsoon returns to normal, agricultural incomes will improve, with attendant gains for rural consumption, which over the past two years of weak rains has remained depressed.

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

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

INDIA'S INCREASING IMPORTANCE TO GLOBAL GROWTH

Despite global headwinds and a truant monsoon, India registered robust growth of 7.2 per cent in 2014-15 and 7.6 per cent in 2015-16, thus becoming the fastest growing major economy in the world. As per the estimates of the International Monetary Fund (IMF), global growth averaged 3.1 per cent in 2015, declining from 3.4 per cent registered in 2014. While growth in advanced economies has improved modestly since 2013, the emerging economies have witnessed a consistently declining trend in growth rate since 2010. It is against this background that the recent Indian growth story appears particularly bright.

India has made striking progress in its contribution to the global growth of Gross Domestic Product (GDP) in Purchasing Power Parity (PPP) terms. PPP represents the number of units of a country's currency required to purchase the same amount of goods and services in the domestic market as the US dollar would purchase in the United States, thus adjusting for purchasing power differentials between currencies in relevant markets. India's contribution to global growth in PPP terms increased from an average of 8.3 per cent during the period 2001 to 2007 to 14.4 per cent in 2014. During the 1990s, the US's contribution to the global GDP growth in PPP terms was, on an average, around 16

percentage points higher than India's. The picture changed dramatically in 2013 and 2014 when India's contribution was higher than that of the US by 2.2 and 2.7 percentage points respectively. During 1991-2014, low growth in Japan (0.9 per cent annually) resulted in its low contribution (1.5 per cent) to global growth. India and China constitute 42.5 per cent and 53.2 per cent respectively of the total PPP measure of the lower-middle income countries and upper-middle income countries; and hence those country groups largely reflect India's and China's patterns.

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

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

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

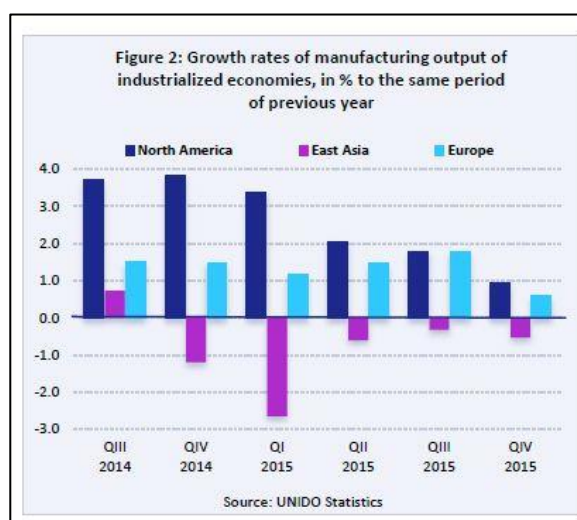
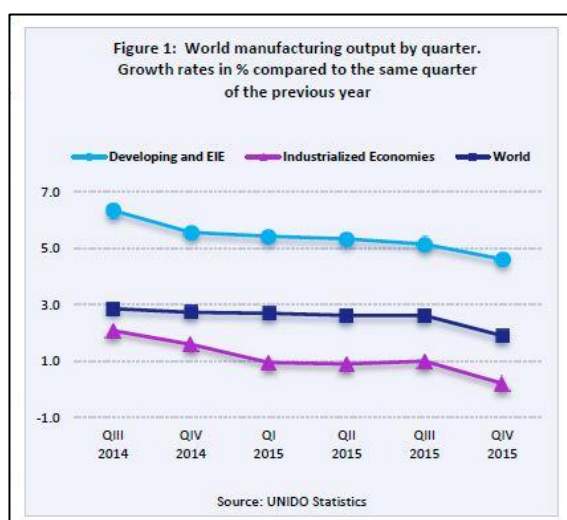
GLOBAL MANUFACTURING SECTOR

World manufacturing growth in the fourth quarter of 2015

World manufacturing growth slowed down further in the fourth quarter of 2015, with growth rates in both industrialized and developing economies decreasing. Weak business investment and sluggish consumer demand are among the major causes of the deceleration of global manufacturing output growth.

Growth in major emerging industrial economies has weakened, continuing the trend of the first quarter of 2014. China's slowdown and the sharp decline in manufacturing output of Latin American economies are the primary causes for the country group's weaker growth rate. The fall in commodity prices has affected some key emerging commodity export-dependent countries, namely Brazil and South Africa, and has resulted in currency depreciation.

The upturn in manufacturing growth observed in industrialized economies in the third quarter of 2015 did not continue in the fourth quarter of 2015, and this country group's production output decreased significantly. The slowdown in Europe and North America, along with a further decline in East Asian economies, resulted in a sharp deceleration in the country group's manufacturing output growth. In the United States, manufacturing exports slowed as a result of the strong US dollar and the low oil prices. Continued decline in China has also weakened Chinese demand for imports from Europe.



(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

Global manufacturing output growth rose by merely 1.9 per cent in the fourth quarter of 2015, down from a 2.6 per cent revised growth estimate in the third quarter. Slow investment growth, lower commodity and energy prices, weak global demand and geopolitical tensions are among the main causes of the overall flat-lining growth. However, these factors are having different effects on different economies. For example, favourable oil prices have reduced the business costs in oil importing countries, especially in industrialized economies, while oil exporting economies have been subject to increasing financial pressure.

The manufacturing output of industrialized countries rose by 0.2 per cent in the fourth quarter of 2015. This slow growth is attributable to a mixture of weaker growth figures in the United States and Europe and a decline in East Asia's manufacturing output. The question of the robustness of recovery in industrialized economies has been raised in earlier quarterly reports.

The growth of manufacturing output in developing and emerging industrial economies decreased to 4.6 per cent, down from 5.2 per cent growth in the previous quarter. The growth outlook varies between different developing and emerging regions and groups; e.g. manufacturing output grew by 6.1 per cent in developing countries in Asia and the Pacific compared to the same period of the previous year, while it declined by 4.0 per cent in the Latin America region. Manufacturing output has also declined slightly (0.2 per cent) in Africa.

Despite the slower pace of growth, developing and emerging industrial economies were the main drivers of global manufacturing growth. Their combined contribution to global manufacturing growth was around 80 per cent. This indicates the significance of manufacturing activities within the group for the overall global picture.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

Industrialized economies

The overall growth trend of industrialized countries decelerated significantly in the last quarter of 2015. Manufacturing output rose by a mere 0.2 per cent compared to the same period of the previous year, down from 1.0 per cent growth observed in the previous quarter.

The European economy grew by 0.6 per cent in the fourth quarter of 2015 compared to the same quarter of the previous year. Yet, the manufacturing output of the euro zone economies rose by 1.5 per cent. As revealed by the figures, Switzerland recorded a 14.7 per cent decline in manufacturing output and dragged down the overall growth rate of industrialized Europe. The consequences of the Swiss franc-euro exchange rate became more visible in the last two quarters of 2015 and have affected the country's exports, which have become more expensive for consumers.

The industrial production index in North America rose by 0.9 per cent in the fourth quarter of 2015 on account of the growth of manufacturing output in the United States. Despite this, the growth of the US manufacturing sector has weakened, rising by only 1.1 per cent as overseas demand remained slow. A strong US dollar hit exports and domestic sales of American manufactured products, indicating a loss in competitiveness to cheaper imported goods. In addition, demand for machinery goods from the energy sector declined due to lower oil prices. Manufacturing output dropped by 1.0 per cent in Canada due to the decline in petroleum and coal prices.

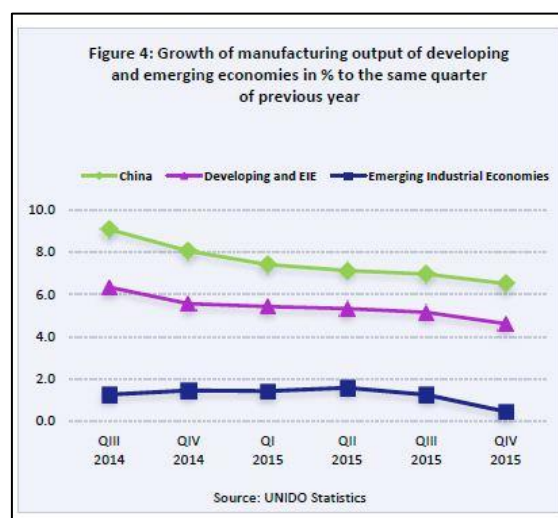
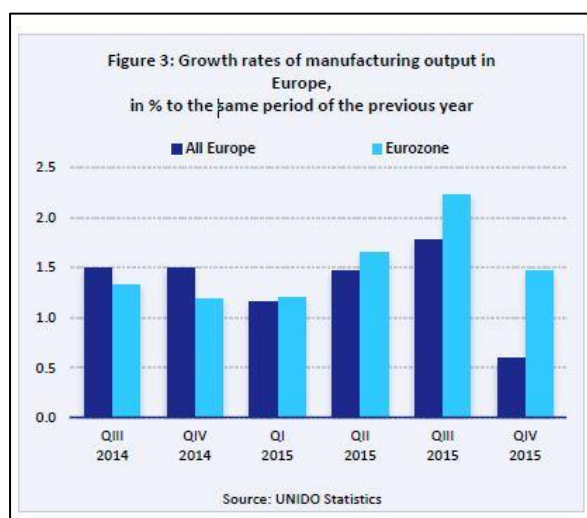
In East Asia, negative growth rates were observed in the major economies, namely Japan, the Republic of Korea and Singapore, in the fourth quarter of 2015, declining by 0.6 per cent, 0.6 per cent and 6.8 per cent, respectively. On the other hand, manufacturing output rose by 4.9 per cent in Malaysia compared to the same period of the previous year.

As already mentioned, Europe's overall growth rate was dragged down by a significant decline in the Swiss economy. This has increased the gap between the output growth of the euro zone and of Europe as a whole, with euro zone countries registering a much higher manufacturing growth due to lower energy prices and a weaker euro. Growth was especially strong in Ireland (15.7 per cent), in Slovakia (7.3 per cent) and in Spain (5.8 per cent).

Across non-euro countries, manufacturing output declined in Norway, Switzerland and the United Kingdom. The downturn in Norway by 7.6 per cent is attributed to a decrease in the production of oil- and gas-related industries. The setback in the UK's manufacturing sector by 1.0 per cent resulted from a strong currency and weak global demand. At the same time, the output of manufacturing activities increased by 3.9 per cent in the Czech Republic, by 9.4 per cent in Hungary, and 3.7 per cent in Sweden in the fourth quarter of 2015. The manufacture of motor vehicles was the main driver of growth in Hungary's manufacturing sector.

The decline in the Russian Federation's manufacturing sector continued, with output decreasing by 5.7 per cent and currency depreciation deteriorating.

Despite the overall positive growth in industrialized economies as a whole, growth rates remained low. Appropriate monetary policies are required that can boost demand and increase investment.



(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

Developing and emerging industrial economies

A decrease in the growth rate of manufacturing output in developing and emerging industrial economies continued in the fourth quarter of 2015. Industrial production rose by 4.6 per cent as a result of the relatively lower growth in Asian economies (mainly China) and a notable decline in Latin America. Growth in emerging economies, excluding China, continued to decelerate.

As mentioned in earlier reports, China is in a transition period of shifting its economy from the manufacturing sector towards the services sector. As a result of the structural change in the economy, China's manufacturing output rose by 6.5 per cent in the fourth quarter of 2015, the slowest growth rate since 2005 and down from 7.0 per cent in the previous quarter. Recently, the Government of China announced the two-child policy, which could accelerate economic growth in the near future. This will significantly boost internal demand for consumer goods within the country.

The Latin America region is struggling to overcome a deep recession as demonstrated by the decline in manufacturing output by 4.0 per cent in the fourth quarter, lower than the 2.9 per cent drop recorded in the previous quarter. The industrial production index decreased in nearly all economies with the exception of Mexico, where output grew by 2.2 per cent on a year-to-year basis. In Brazil, the recession continued and manufacturing output fell by 12.4 per cent in the fourth quarter of 2015 as the internal political crisis remained unresolved and commodity prices declined. Among the other major economies in the region, manufacturing output dropped by 0.9 per cent in Argentina, by 1.5 per cent in Chile, by 0.4 per cent in Colombia and by 0.8 per cent in Peru.

Manufacturing output fell slightly in Africa (by 0.2 per cent), however, negative growth has only been observed in one country in the region while the rest of the region registered positive growth figures. Manufacturing output grew by 1.1 per cent in Egypt, by 0.4 per cent in Morocco, by 5.8 per cent in Senegal and by 0.8 per cent in Tunisia. A decline of 1.4 per cent was registered in South Africa where the economy—as an exporter—has been hit by the low commodity prices.

Among other developing countries, a strong growth of 12.4 per cent was registered by Viet Nam. Industrial production also grew by 5.3 per cent in Bosnia and Herzegovina in the fourth quarter of 2015 on a year-to-year basis.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

Key Findings on World Manufacturing Sector

On a year-to-year comparison, world manufacturing production grew in all manufacturing sectors in the fourth quarter 2015, with the exception of the manufacture of machinery and equipment and printing and publishing. The global decline in the production output of the manufacture of machinery is attributable to low energy prices. Higher growth rates have been observed in the manufacture of radio and television and of chemicals and chemical products. Growth was positive across all industries in developing and emerging industrial economies, except a slight decline in the manufacture of motor vehicles. Industrialized countries registered negative growth in eight manufacturing industries.

Among the consumer goods production industries, output of wearing apparel grew by 2.2 per cent in developing and emerging markets and by 0.6 per cent in the industrialized country group. The industry's output grew by 16.9 per cent in the Czech Republic, by 14.6 per cent in the United Kingdom, by 12.8 per cent in Egypt, and by 12.3 per cent in Mexico. However, the manufacturing output of the wearing apparel fell sharply in Brazil and Indonesia, by 12.9 per cent and 16.4 per cent, respectively. A significant decline was also observed in wearing apparel production in Canada and Estonia. The production of textiles grew by 4.1 per cent in developing countries while industrialized countries registered a decline of 0.5 per cent in this production. At country level, impressive growth in textiles production was recorded in Argentina, Estonia and Hungary whereas it dropped sharply in Brazil and Senegal. The production of food and beverages grew at a higher rate (5.2 per cent) in developing countries. As such, output grew by 7.8 per cent in China, by 7.3 per cent in Indonesia and by 5.2 per cent in Romania. Output declined by 10.3 per cent in Tunisia and by 7.0 per cent in Egypt. The food sector was the only manufacturing industry with a positive, albeit poor, growth in Brazil.

The notable growth rate of 10.4 per cent was observed in the manufacture of radio, television and communication equipment in developing and emerging countries, with China, Egypt and India being the leading manufacturers. In industrialized markets, the highest growth rate in this manufacturing sector was seen in France.

The production of motor vehicles fell marginally by 0.4 per cent in developing countries, attributed mainly to the decline in the industry in Latin American economies. The industry's output rose by 4.4 per cent in industrialized countries, with Italy, Spain and Sweden being the top producers worldwide in the fourth quarter of 2015. The manufacturing production of other transport equipment increased at a higher rate in developing countries.

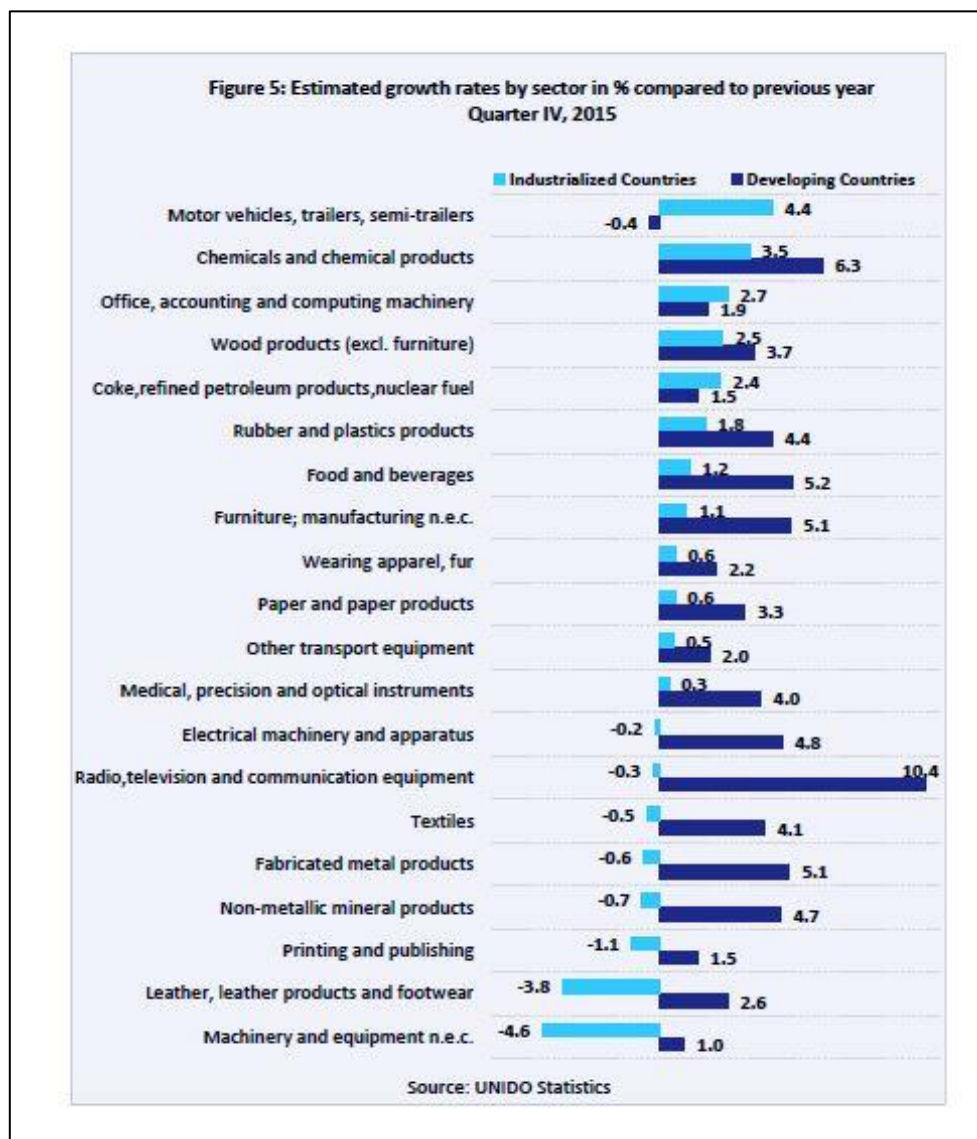
The manufacture of chemicals and chemical products increased considerably in China, Senegal and Tunisia, as well as in Ireland, Netherlands and the Russian Federation. The chemical industry was one of the few industries in the Russian Federation recording a higher growth rate, with a 6.6 per cent increase compared to the previous year.

The production of basic metals, which includes the production of basic iron, basic steel, basic precious and non-ferrous metals, rose by 5.9 per cent in developing countries compared to the same period of the previous year, but dropped by 4.8 per cent in industrialized countries in comparison to

the previous year. Manufacturing output grew in China, Indonesia and Macedonia, while it fell in all Latin American economies and in Africa.

In the United States, as the largest driver of growth in industrialized economies, the manufacture of electrical machinery and apparatus and motor vehicles remained strong in the fourth quarter of 2015. However, other industries showed either a decline or a decrease in production output. The combination of low energy prices and expensive currency contributed to the economic slowdown of the United States. Despite its slow economic growth, China's manufacturing output in most industries increased compared to the same period of the previous year. China recorded its highest growth rates in the manufacture of radio and television (10.1 per cent), chemicals and chemical products (9.8 per cent) and the manufacture of basic metals (8.9 per cent).

(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)



(Source: World Manufacturing Production- Statistics for Quarter IV, 2015; United Nations Industrial Development Organisation - www.unido.org)

GLOBAL ENGINEERED STONE INDUSTRY

The UK had a good start in 2015 with both unemployment and inflation falling which has caused an increase on performance on the first quarter this year. Manufacturers exports have increased for the first time in 9 months during February 2015. The fall in oil prices should boost our economy to the point at which the Governor of the Bank of England's greatest threat is a possible scenario of deflation.

Whilst figures from the ONS show a decline in construction during end of 2014 and January 2015, there have been almost £6 billion during February with an increase on both Industrial and Commercial projects from the private sector. Most contracts in February were awarded in London with a 27% increase in residential projects and 26% increase in commercial projects.

Stone Demand

The UK has an ever increase demand for natural and engineered stones which has increasingly grown since 1990. Demand for stone across the world is leaded by China (25%), United States (26%), India (8%) and the UK, Canada and Egypt with 4% each.

Stone buyers' location worldwide

Sr. No.	Area	Percentage
1	Asia	33%
2	America	26%
3	Europe	20%
4	Africa	8%
5	Other	10%
6	Oceania	3%

Market Scenario

Marble presents the highest increase from 5% in 2014 to 9% of market share in 2015. A strong demand for more exotic and exclusive materials such as quartzite has pushed demand to a substantial portion of overall sales of natural stones. Engineered/composite marble is around 50% cheaper than quartz but used on bathrooms and floorings rather than kitchens since it stains and has become one of the preferred products by property developers for apartment blocks.

Most popular Stone Colours

White, grey and a mix of these two colours are without doubt the most popular schemes in 2015. Whites in all shades and hues comprise almost 30% of all installations, followed by greys with 13% of market share. Kitchen showrooms have the highest demand of quartz in London with 31% market share, followed by Interior designers (21%), architects (16%) and property developers (5%).

Materials

Favourite new materials are Statuario marble, Moon Rock (Superwhite quartzite), Calacatta Brazil quartzite and Fiori Di Pesco marble. In terms of quartz products clients aren't afraid to try new additions by the different such as Caesarstone Bianco Drift, Compac Gray Zement and Silestone Rougui.

(Source: Building and Stone Industry Report May 2015, MKW Surfaces- www.mkwsurfaces.co.uk)

INDIAN MANUFACTURING SECTOR

Introduction

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

The Government of India has set an ambitious target of increasing the contribution of manufacturing output to 25 per cent of Gross Domestic Product (GDP) by 2025, from 16 per cent currently.

Market Size

India's manufacturing sector could touch US\$ 1 trillion by 2025. There is potential for the sector to account for 25-30 per cent of the country's GDP and create up to 90 million domestic jobs by 2025. Business conditions in the Indian manufacturing sector continue to remain positive.

In November 2015, the seasonally adjusted Nikkei India Manufacturing Purchasing Managers' Index (PMI) stood at 50.3, which indicated expansion for twenty-fifth consecutive month. The services PMI was at 50.1 points in November 2015.

Investments

In a major boost to the 'Make in India' initiative, the Government of India has received investment proposals of over US\$ 3.05 billion till end of August 2015 from various companies.

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

- Canada's Magna International Incorporated has started production at two facilities in Gujarat's Sanand, which will supply auto parts to Ford Motor Co in India and will employ around 600 people at both units.
- Swedish home furnishing brand Ikea has made a long-term plan of opening 25 stores in India by making an investment worth Rs 12,500 crore (US\$ 1.9 billion).
- Siemens has announced that it will invest € 1 billion (US\$ 1.13 billion) in India to add 4,000 jobs to its existing workforce of 16,000 in the country.
- US-based First Solar Inc and China's Trina Solar have plans to set up manufacturing facilities in India. Clean energy investments in India increased to US\$ 7.9 billion in 2014, helping the country maintain its position as the seventh largest clean energy investor in the world.
- Samsung Electronics has invested Rs 517 crore (US\$ 77.82 million) towards the expansion of its manufacturing plant in Noida, Uttar Pradesh (UP). "Samsung India Electronics is committed to strengthen its manufacturing infrastructure and will gradually expand capacity at this plant to meet the growing domestic demand for mobile handsets, as per the company.
- Shantha Biotechnics Private Limited has started building a facility to manufacture Insuman, an insulin product to treat diabetes. Sanofi SA, which acquired Shantha Biotechnics, will invest Rs 460 crore (US\$ 69.24 million) to build the facility.
- BMW and Mercedes-Benz have intensified their localisation efforts to be part of 'Make in India' initiative. "The localisation efforts will reduce the waiting period and accelerate the servicing process of our cars as we had to (previously) depend on our plants overseas for supply and will help us on the pricing front."
- Suzuki Motor Corp plans to make automobiles for Africa, the company's next big bet, as well as for India at its upcoming factory in Hansalpur, near Ahmedabad, Gujarat.
- Taiwan-based HTC has decided to manufacture products in India. HTC is believed to have partnered GDN Enterprises, which has an assembly set up in Noida.

- Foxconn is planning an aggressive expansion in India, building up to 12 new factories and employing as many as one million workers by 2020
- The State Government of Tamil Nadu has signed investment agreements worth Rs 2,42,160 crore (US\$ 36.45 billion) during a two-day Global Investors Meet in September 2015.

Government Initiatives

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

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

- The Government plans to organise a 'Make in India week' in Mumbai between February 13-18, 2016 to boost the 'Make in India' initiative and expects 1,000 companies from 10 key sectors to participate in the exhibition of innovative products and processes, a hackathon and sessions on urban planning, among other events.
- The National Institution for Transforming India Aayog (NITI Aayog) plans to release a blueprint for various technological interventions which need to be incorporated by the Indian manufacturing economy, with a view to have a sustainable edge over competing neighbours like Bangladesh and Vietnam over the long term.
- Ms Nirmala Sitharaman, Minister of State (Independent Charge) for Commerce and Industry, has launched the Technology Acquisition and Development Fund (TADF) under the National Manufacturing Policy (NMP) to facilitate acquisition of Clean, Green and Energy Efficient Technologies, by Micro, Small & Medium Enterprises (MSMEs).
- The Government of India has asked New Delhi's envoys in over 160 countries to focus on economic diplomacy to help government attract investment and transform the 'Make in India' campaign a success to boost growth during the annual heads of missions conference. Prime Minister, Mr Modi has also utilised the opportunity to brief New Delhi's envoys about the Government's Foreign Policy priority and immediate focus on restoring confidence of foreign investors and augmenting foreign capital inflow to increase growth in manufacturing sector.
- The Government of Uttar Pradesh (UP) has secured investment deals valued at Rs 5,000 crore (US\$ 752.58 million) for setting up mobile manufacturing units in the state.
- The Government of Maharashtra has cleared land allotment for 130 industrial units across the state with an investment of Rs 6,266 crore (US\$ 943.13 million)
- Dr Jitendra Singh, Union Minister of State (Independent Charge) of the Ministry of Development of North Eastern Region (DoNER), MoS PMO, Personnel, Public Grievances & Pensions, Atomic Energy and Space, Government of India, has announced the 'Make in Northeast' initiative beginning with a comprehensive tourism plan for the region.
- Government of India has planned to invest US\$ 10 billion in two semiconductor plants in order to facilitate electronics manufacturing in the country.
- Entrepreneurs of small-scale businesses in India will soon be able to avail loans under Pradhan Mantri MUDRA Yojana (PMMY). The three products available under the PMMY include: Shishu - covering loans up to Rs 50,000 (US\$ 752), Kishor - covering loans between Rs 50,000 (US\$ 752) to Rs 0.5 million (US\$ 7,520), and Tarun - covering loans between Rs 0.5 million (US\$ 7,520) and Rs 1 million (US\$ 15,052).

Road Ahead

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that

require large capital expenditure and revive the Rs 1,85,000 crore (US\$ 28.42 billion) Indian capital goods business.

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

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

Exchange Rate Used: INR 1 = US\$ 0.015 as on December 17, 2015

References: Media Reports, Press Releases, Press Information Bureau, McKinsey & Company

(Source: *Manufacturing Sector in India -India Brand Equity Foundation* www.ibef.org)

INDIAN STONE INDUSTRY

India is a treasure trove of stone deposits. Our country probably has the largest reserves of granites and natural stones in the world. India accounts for 20 per cent of the total world reserves in granites, marbles, sandstone, slate, etc. (approximately 1,690 million cu m). We have over 160 shades of granite colours. Unfortunately, most of the reserves are located in forests and restricted hilly areas. Today, Karnataka, Andhra Pradesh, Tamil Nadu and Rajasthan are the top producers of granite and marble. Jharkhand, Chhattisgarh, Madhya Pradesh, Orissa, Kerala and Gujarat are the emerging states. Because of various restrictions, such as poor state rules and environmental concerns, we are able to exploit a dismal 3 per cent of our resources.

The Indian stone industry is spread throughout the length and breadth of the country. The journey of the processing industry started with circular saw machines; and gradually, because of constant up gradation of technology, it has graduated to using gang saws and circular wire saws. The latest resin lines, polishing lines and other top-of-the-range equipment that we use today have enabled us to meet the international quality standards. Even in today's mining sector, diamond wires are being used, dispensing the traditional blasting method. There are more than 20,000 units functioning all over India with a huge investment of more than Rs 50,000 crores and providing job opportunities to more than 15 lakhs people.

The granite, marble, slate and sandstone mining and processing industries located in various parts of the country are as follows:

- **Karnataka** – Kanakapura, Kollegal, Chamarajanaar, Nanjangudu, Mysore, Hassan, Ilakkal, Tumkur, Sira, Bangalore, etc.
- **Tamil Nadu** – Hosur, Salem, Krishnagiri, Madurai, Shivakashi, Chennai, Pondicherry, etc.
- **Andhra Pradesh** – Chittor, Hyderabad, Warangal, Karimnagar, Khamam, Ongole, Vizag, etc.
- **Rajasthan** – Jalore, Jaipur, Kishnagarh, Rajasmand, Abu Road and Jaislmer
- Parts of Orissa, Gujarat, Haryana, Madhya Pradesh and Himachal Pradesh
- Granite deposits are also present in many parts of West Bengal, UP and Jharkhand

Our journey has not been smooth all the way, and we are still facing many difficulties in promoting the global stone industry. AIGSA has been playing a very important role in co-ordinating the industry with central and state governments for the formation of an appropriate policy for the industry. With our concerted efforts, India has become the seventh largest stone exporter in the world, behind China, Italy, Turkey, Egypt, Greece and Brazil. We have the largest resources of granite and natural stones. With assistance from the government, we can surely become the topmost stone exporter in the world.

Effect of China on the Indian Stone Industry

China started its stone business just a decade ago. It has granite quarries, but imports a huge quantity of granite blocks for value addition. Its imports of rough dimensional blocks totalled \$2,300 million and its exports of value-added products totalled \$4,134 million. India has a ten-decade advantage over China but its exports still total \$159 million; and that is mainly because of the restrictive policy adopted by the Indian government on import of rough dimensional blocks. China's export of natural stone is 26 times more than that of India – and that has happened because of the restricted import policy on rough dimensional blocks. The gap is widening and a level playing field has to be created for the Indian stone industry to compete with China on the international market.

The lacuna in the Exim policy has given an advantage to China, and a large quantity of Indian granite blocks is being exported to China. After value addition, China exports the finished goods to different parts of the world, which creates unwanted competition for the Indian industry. Chinese finished products (slabs and tiles), which are being imported to India under the OGL scheme with value cap, are posing tough competition for the Indian domestic processing industry. If this situation persists, the day is not far off when the entire Indian stone market will be controlled by Chinese finished goods.

(Source: All India Granites & Stone Association: Promoting Indian Stone Industry; Stone and Tile in India, www.stonetileindia.com)

OUR BUSINESS

OVERVIEW

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007. The constitution and capital of the partnership firm were changed several times pursuant to supplementary agreement modifying the partnership deeds dated October 11, 2008, April 1, 2015 and November 3, 2015. M/s Shiva Export Co. was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015. The Corporate Identification Number of our Company is U14200RJ2015PLC048974. The registered office of our Company is situated at 8, Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan.

Our Company started as partnership firm in the year 2007 as importer and exporter of all kind of decorative stones, minerals, chemicals. Later it decided to extend its operation by entering into manufacturing of the engineered quartz stone slabs, different grades of resins and quartz stone powder and manufacture & dealing of God & Goddess Statues/deities.

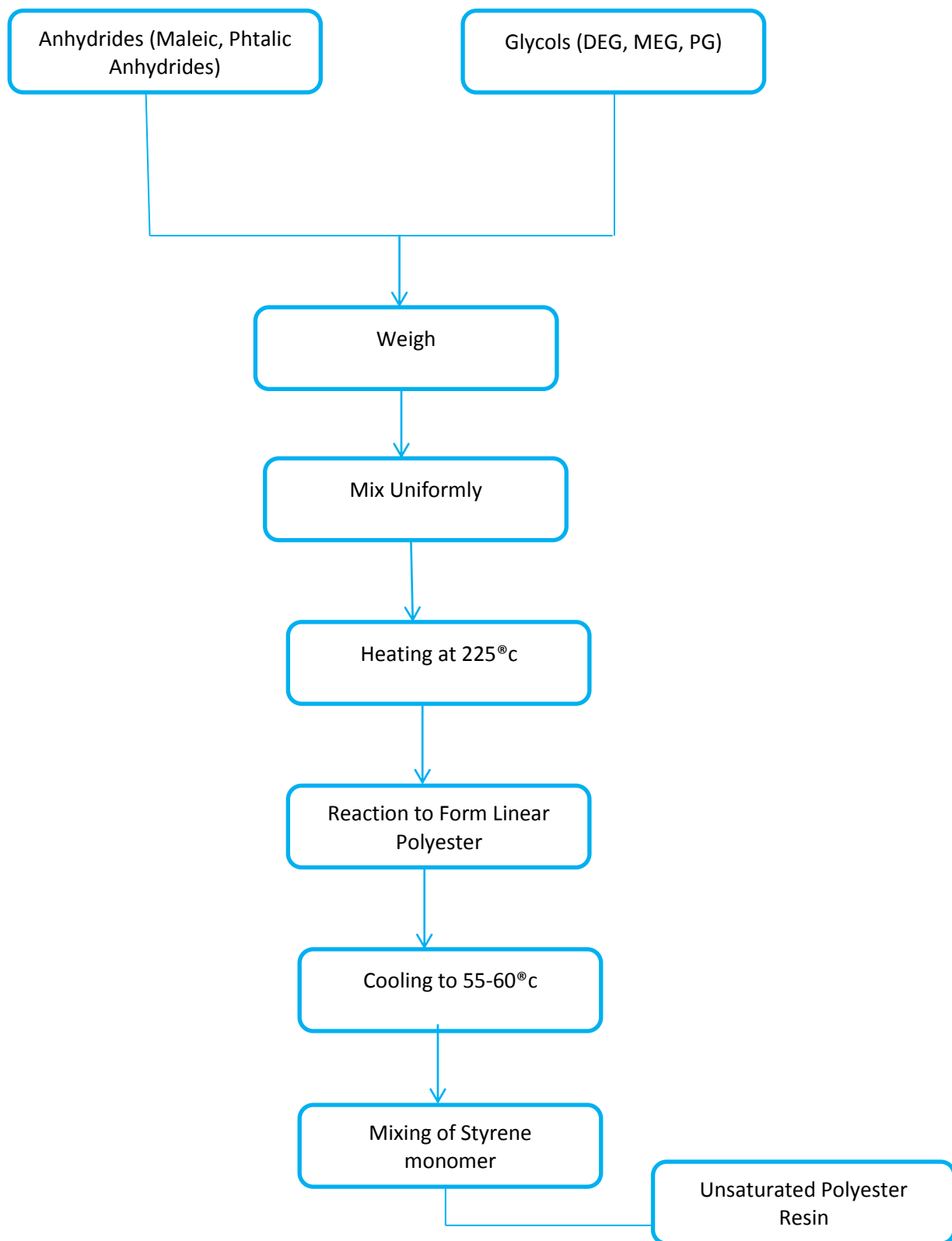
Spread over 4.1 bighas, our manufacturing facility located at **Vana Village** in **Udaipur** District, Rajasthan, our Company's manufacturing unit is equipped with laboratory, enabling the company inhouse to develop new colours, besides facilitating conducting of tests and analysis of various products. At present we have manufacturing plant for engineered quartz stone slabs, different grade of resins, quartz powder and God & Goddess Statues/dieties.

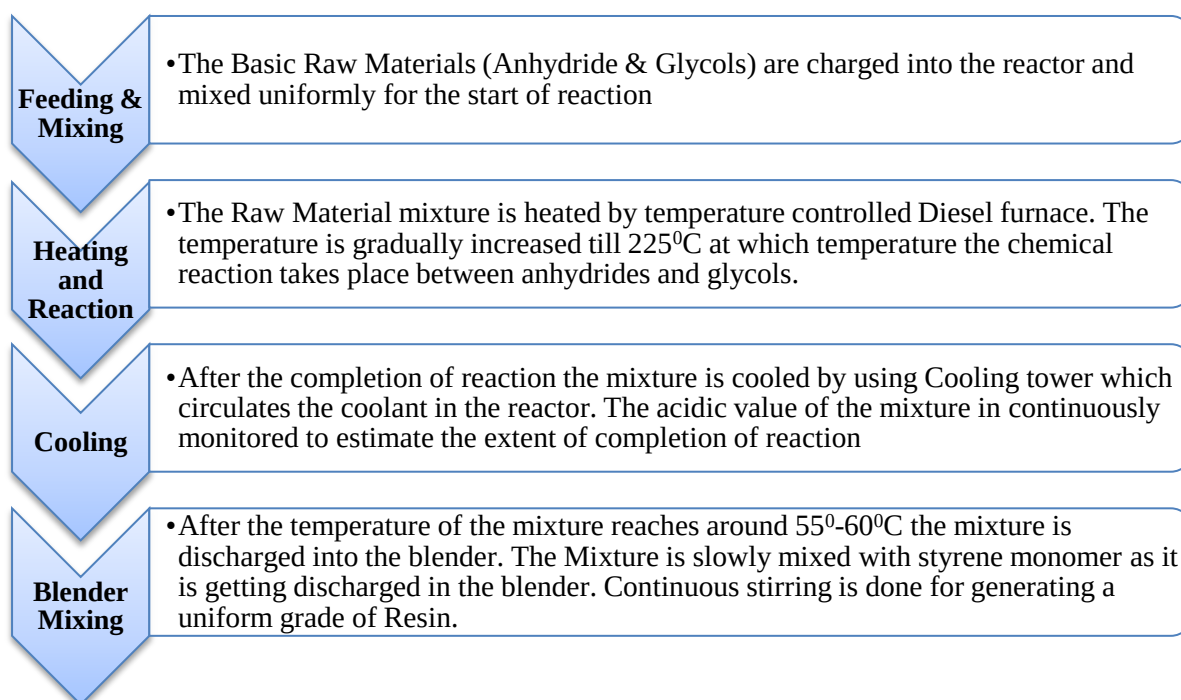
Resin Manufacturing Unit



Our Company has installed a resin manufacturing unit with the annual capacity of around 1900 MT of different grades like PET, general purpose, marble grade etc. The manufacturing unit is automatic in which different equipments of the plant like the motors, valves etc. can be controlled by a central console unit. The manufacturing Unit also has storage tanks of the raw materials and the finished products which helps in the fulfillment of bulk orders.

OUR MANUFACTURING PROCESS OF RESIN





END USE

We manufacture different grades of resins as per the orders received and also resin is manufactured for self consumption.

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

- a) **Industrial Sale**
- b) **Dealers Sale**
- c) **Self Consumption (to be used in manufacturing of Quartz Slabs)**

a) Industrial sale

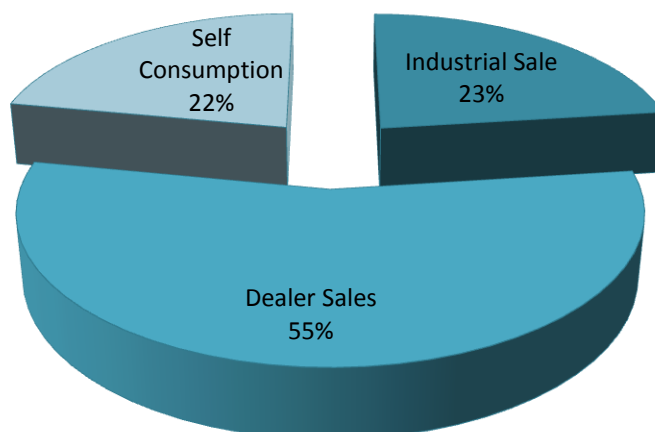
The demand for various grades of resins is based on the Industrial requirements of the Consuming Industry like a marble Industry requires a marble grade resin , quartz industry requires quartz grade resin and likewise.

b) Dealers Sale

The requirement generated through dealer network is very useful in penetrating the market since most of the dealers offers to clients a range of chemical products. Therefore dealer network constitutes a sizeable size of the sales market

c) Self Consumption

We also manufacture resin for use in our own Quartz Slabs Factory. This enables us to maintain the quality of the quartz slabs.



Based on financials for the period ended March 2016

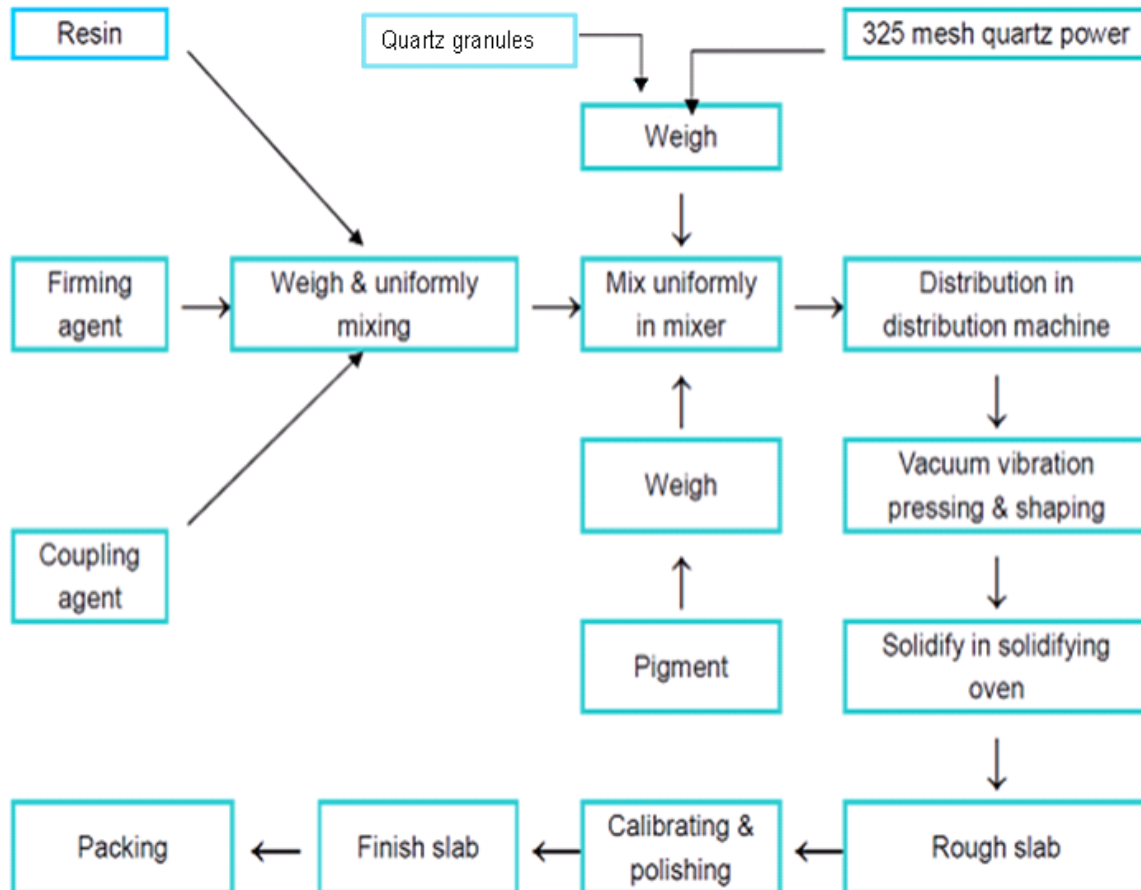
Quartz Slab Manufacturing Plant

Our Company has installed a Quartz Slab Manufacturing Unit of annual capacity around 1.5 million sq. ft. for manufacturing quartz slab of different colours and sizes.

The Complete automated line has been imported from China. The thickness of the slabs can be from 10 mm to 30 mm. The manufacturing unit is energy efficient having machines which can manufacture quartz slabs. With controlled manufacturing process, the finished quartz slabs can be supplied in very large quantities with varied features, such as consistency in weight, thickness and compactness and uniform design and colour of the exposed surface.



OUR MANUFACTURING PROCESS OF QUARTZ SLAB



Feeding & Mixing

Raw materials are inspected, then fed into mixers and blended together. This mainly consists of a main mixer having capacity of 2000 kg of resin and pigment; it is enough for one color for one full day's production requirement, to guarantee the color uniform of the same batch and a small mixer silo which is used for resin and color from big resin mixing tank is proportionately mixed with hardener and coupling agent

Molding

The mixture is then poured into a mold and formed into slab sizes of width 800 ~1650mm; Length of finished slab: 2400 ~ 3250mm; and Thickness of finished slab: 10 ~ 30mm

Pressing

The slab is then compacted by a special vacuum and vibration process at a pressure of 100 tons.

The minimum and maximum working thickness of the slab could be changed from 10mm to 35mm; The vacuum space adopted in this machine is considerable small, time to vacuumize its space would be decreased greatly which means high production efficiency and also cost saving.

Curing

The slabs are moved to the curing kiln and heated to 90°C for 45 minutes which gives them the strength and solidity. It is used for hardening the slab automatically. It has an automatic feeding and PLC based control system. Furnace adopts full-automatic diesel burners and entirely sealed combustion cabinet to give more energy saving than that from other type of solidifying system.

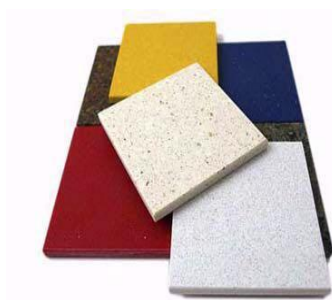
Calibration & Polishing

Slabs are then gauged, calibrated and polished to finish in a wide range of colors and designs in one of our three textural surface finishes: Polished, Honed, or Textured.

Quality Assurance

Finally, the slabs pass through quality inspection.

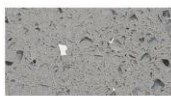
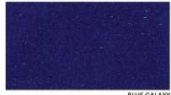
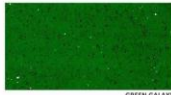
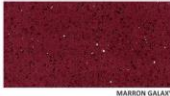
ENGINEERED QUARTZ STONE SLABS



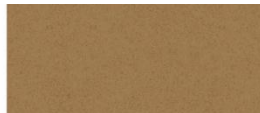
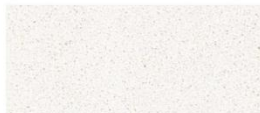
Engineered quartz stone slabs are composite material made of crushed stone bound together by a polyester resin. Engineered quartz stone slabs products are gaining in popularity and are sometimes preferred over granite products because engineered quartz stone slabs require less maintenance. Compared to unsealed granite, it has better resistance to stains. Quartz is the major filler, although other material like coloured glass, shells, metals, or mirrors might be added. Different types of resins are used by different manufacturers.

OUR RANGE OF QUARTZ STONE SLABS

1. Galaxy Series

 WHITE GALAXY  GREY GALAXY  YELLOW GALAXY  BLACK GALAXY  BROWN GALAXY  FANTA GALAXY  BLUE GALAXY  GREEN GALAXY  BEIGE GALAXY  RED GALAXY  PINK GALAXY  MAROON GALAXY	This series gives the most diversified range of colours. With sparkle its inherent property it is very widely used in domestic market for countertops. A wide range of shades gives fabricator the choice to personalise each architectural design.

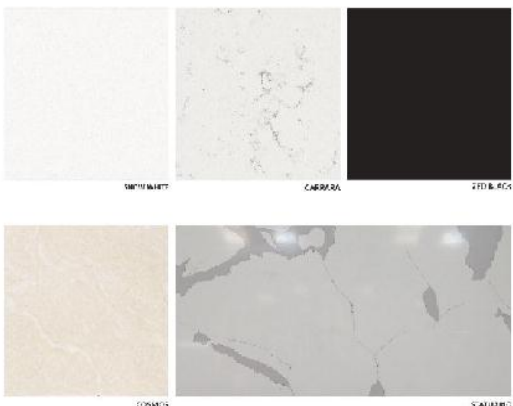
2. Fine Series

 CEMENTO GREY  SAND BROWN  BEIGE CLASSIC  AVALANCHE  KHAKI  MUSTARD WHITE	This series represents the wide range of elegant colours. Widely popular in the international market because of its subtle appearance.

3. Earth Series

	This series is inspired by the popular natural granites. Resembling the natural granites, it gives fabricator an edge over the use of natural granites by providing them a consistency in the colour pattern. A natural quartz surface, is a blend of nature and technology, combining beauty and functionality in a high performance surface.

4. Premium Series

	This series is specially designed to incorporate the natural marble designs in the quartz surfaces. A stone surface with marble design and strength like granite is a dream come true for architectural designer because of its high quartz content, surfaces are ultra-durable and resistant to scratches and chipping. Its dense composition also makes quartz highly resistant to staining.

END USE

We cater to International and Domestic customers. Currently we offer our products through dealers, distributors and business associates.

We manufacture quartz slab that are used for residential and commercial purposes which are sold as per the orders received by parties either directly or through a third party distributors.

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

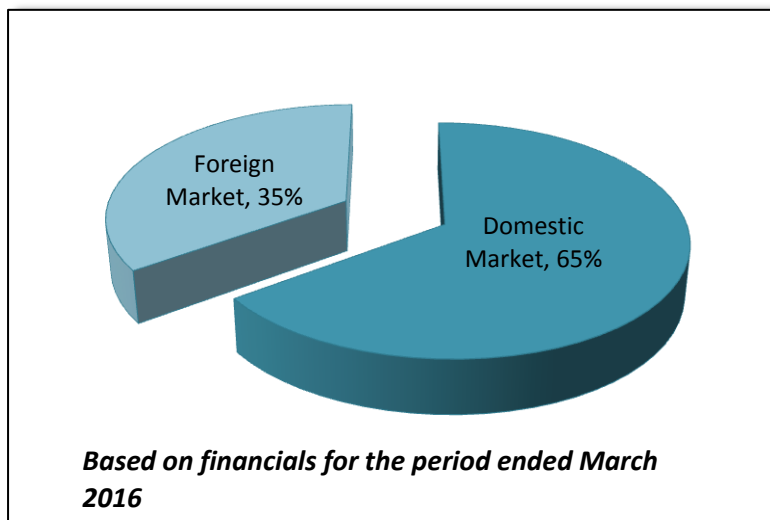
a) International Buyers

The demand for Quartz countertop in international market is mostly from buyers like Wholesale Importers and Warehouse Distributors, Merchant Exporter. They mostly cater to the Dealers and fabricators network who then supply and install to the end users

b) Domestic Users

The domestic users mostly comprise distributors, dealers and project fabricators. Most of the quartz slabs used by the distributors are used in household as kitchen countertop however in project fabricators it is also used in flooring purpose.

Our Quartz Slabs Sales in both the Markets can be estimated as below:

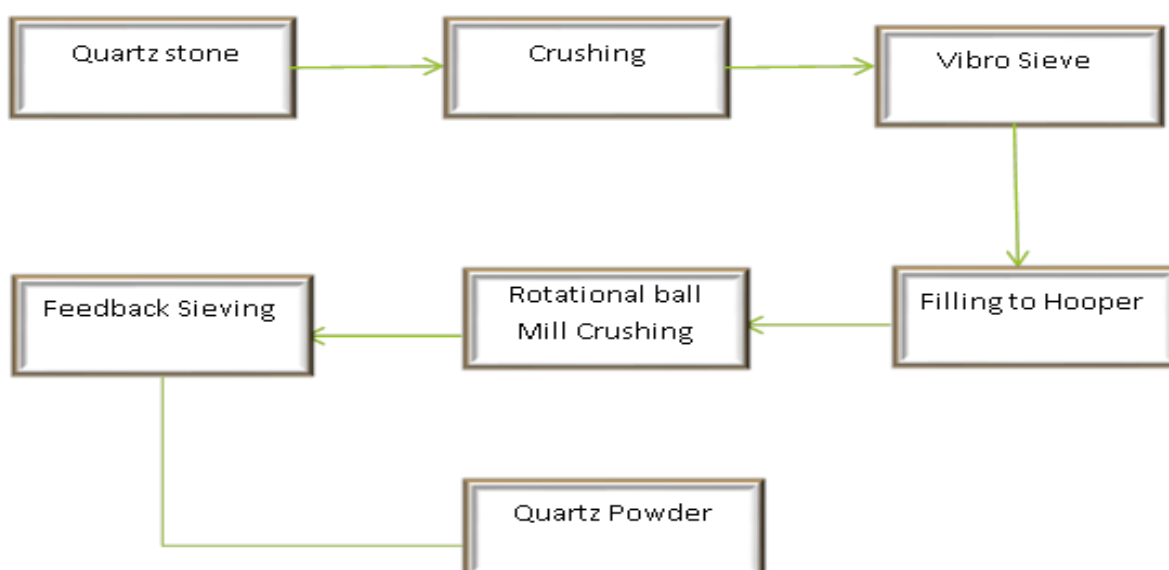


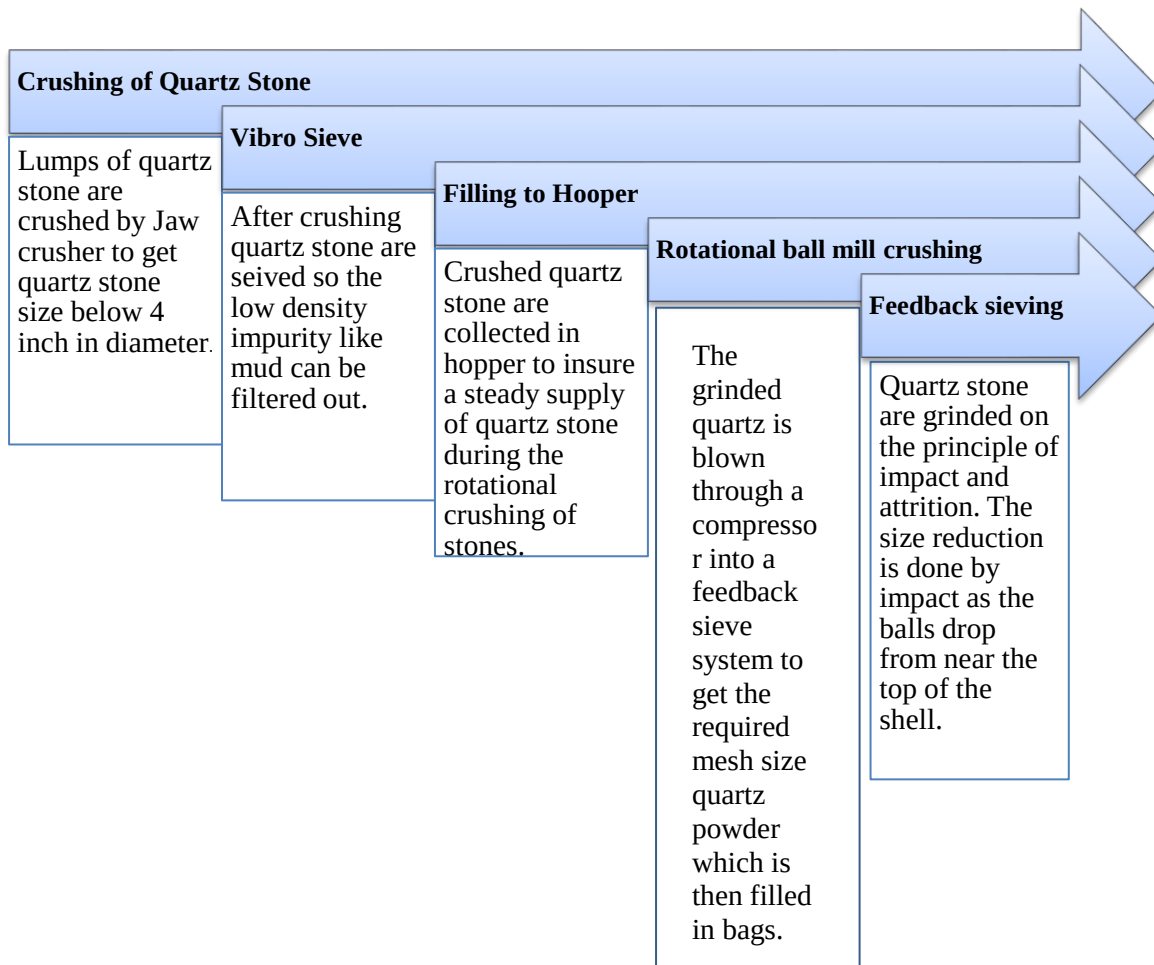
Quartz Powder Manufacturing

Our Company has a fully automated quartz powder manufacturing unit with the annual capacity of around 4500 MT of different mesh sizes. The manufacturing unit is a modernized unit having the entire supporting unit like crusher, belt conveyer, loader, etc. with an un interrupted power supply by also having a generator. The manufacturing unit installed is at the strategic location with a close access to many quartz quarries so that it ensures a continuous supply of raw material with very good quality which ensures quantity product.



OUR MANUFACTURING PROCESS OF QUARTZ POWDER





Quartz Powder

This is natural silica powder which is the most abundant mineral on earth. And we are one of the suppliers of it. Offered in snow white colour form, our quality proved quartz is twinned with adjacent crystals to make them appear substantial. To suit the varied requirements of the clients, we can also customizes range of this powder within committed period.



END USE

We manufacture different mesh size Quartz powder as per the orders received and also powder is manufactured for self consumption .

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

- a) **Industrial Sale**
- b) **Dealers Sale**
- c) **Self Consumption (to be used in manufacturing of quartz slabs)**

a) Industrial sale

The demand for various mesh size of powder is based on the industrial requirements of the Consuming Industry like a Glass Industry requires 250 mesh size powder, Quartz Industry requires 300 Mesh size powder and likewise .

b) Dealers Sale

Dealer requirement constitutes of domestic as well as export grade quartz powder .

c) Self Consumption

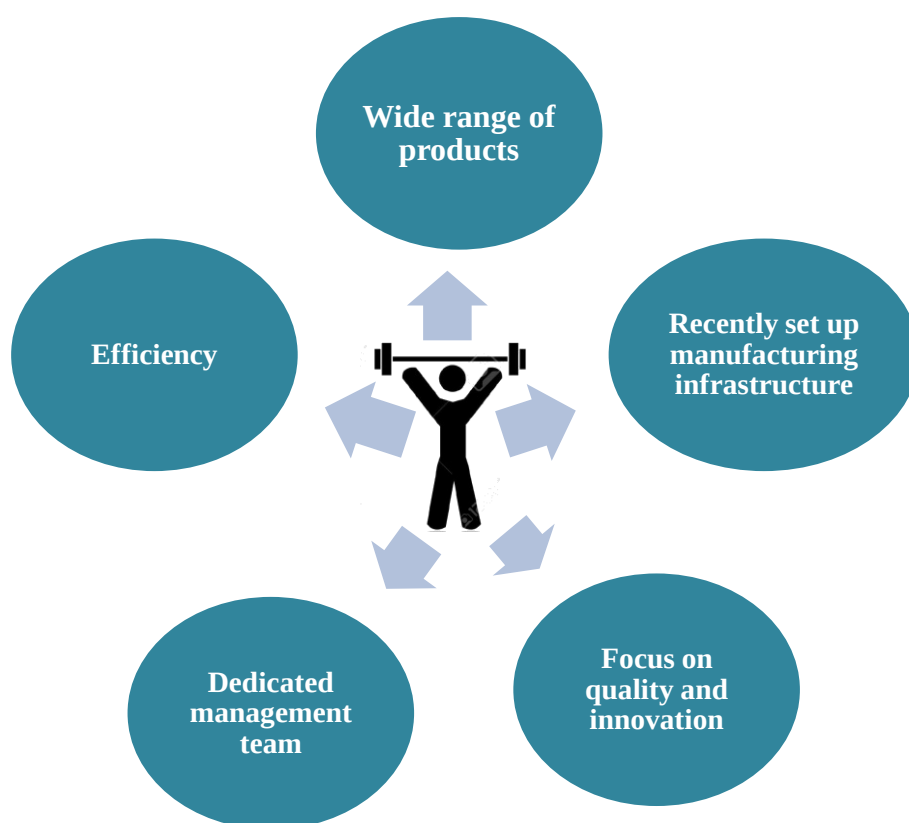
We also manufacture resin for use in our own quartz slabs factory. This enables us to maintain the quality of the quartz slabs.

MANUFACTURING/DEALING OF GOD & GODDESS STATUTES/DEITIES

Our Company is also into manufacturing/ dealing of God & Goddess Statues/Deities.

We manufacture and/or deal in God & Goddess Statues/Deities statutes made up of marble and stones. We sell God & Goddess statutes/ deities made up of marble and stones against the specifications of customers. Most of such sales are realised in cash instantly.

OUR COMPETITIVE STRENGTHS



1. Efficiency

We are equipped with recently set up manufacturing infrastructure. The raw materials required for manufacturing quartz slab manufactured by us is near the vicinity of our quartz slab manufacturing plant. Our trained and experienced manpower has also helped in streamlining the production process.

2. Focus on quality and innovation

We believe that quality and innovation are the bed-rock of successful strategy. Towards this end we stress on and constantly strive to maintain and improve the quality of our products. This focus is reflected in the standard of our quality systems which have been certified by QVC. We have provided galaxy, fine premium, rustic, metallic and wooden series into the market. This enables us to compete with greater efficiency against the marble industry which hitherto was considered the only producer of the larger slabs, which is perceived to have greater aesthetic appeal. We have thus produced a wide range of colours, designs and size variations of slabs and we believe that we will continue to do so in the future.

3. Dedicated management team

We have a dedicated management team comprising our Promoter, Directors and key managerial personnel. Our business is conducted under the supervision of our Directors. In addition to our directors, we also have a core management team which assists the top level management in identifying new opportunities and in the implementation of the business strategies of our Company.

4. Recently set up manufacturing infrastructure

Our Company has recently set up infrastructure. We also have an in-house laboratory for testing our products. This infrastructure enables us to manufacture wide range of products.

5. Wide range of products

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

COLLABORATIONS

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

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our registered office at 8, Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan, is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly. Our manufacturing facility located at Plot-1199/11/1, Village Vana, Dabok Road District Udaipur, Rajasthan is equipped with requisite utilities and modern infrastructure facilities including the following:-

Power

Our Company meets its Power requirements by purchasing electricity from Ajmer Vidyut Vitran Nigam Limited. The contract for power consumption is 500 KVA of Dedicated Line from the Sub Station.

Water

We meet our water requirements for our manufacturing process from our own borewell pump.

EXPORT AND EXPORT OBLIGATIONS

Our Company have export obligation as we are currently exporting our products to multiple countries. Certain Capital goods have been imported at concessional duty under various licenses pursuant to the Export Promotion Capital Goods (EPCG) scheme pursuant to which we have availed duty concession to the extent of Rs.1,03,35,429/- on purchase of plant & machinery. As a result we are under an obligation to export products worth US \$ 15,54,199.84 within a period of eight years from the date of license i.e. June 18, 2012.

HUMAN RESOURCE

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

As on March 31, 2016 our Company has 34 employees and further our Company has appointed a Company Secretary and Compliance officer on January 1, 2016. We also employ contract labourers for our manufacturing process. Our manpower is a prudent mix of the experienced youth which gives us the dual advantage of stability and growth. Our work processes and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Department wise break up:

Department	No. of employees
Sales & Marketing	3
Production, Operations & Factory Management	23
Design/ QC/ Product testing	3
Accounts & Finance	2
Administration/Purchase	2
Legal & Secretarial	1
Total	34

BUSINESS STRATEGY

Our vision is to grow in existing and new markets by providing quality products. We intend to capitalize on the growing demand for quartz counterslabs and engineered stone in India and abroad. In line with this vision, our Company is implementing a business strategy with the following key components. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business.

1. Expand awareness of our premium brand

We intend to build our brand primarily through continued investment in product innovation supported by strong research and development initiatives, marketing activities and the establishment of long-term relationships with distribution partners. In the face of increased competition, we believe that it is critical that we maintain the advantages that our products offer over our competitors. We aim to introduce new colors and designs to our galaxy product collection.

2. Improving functional efficiency

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

3. Leveraging our Market skills and Relationship

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

4. Enhancing existing production and product quality

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

CAPACITY AND CAPACITY UTILISATION

The Productwise capacity is as follows:

Product Name	Unit	Installed	Actual 2013-14	Actual 2014-15	Actual 2015-16	Projected 2016-17	Projected 2017-18	Projected 2018-19
Resin	Mt	1900	192	1188	1636	1800	1900	1900
Quartz slab	Sq. Ft.	1500000	Nil	259864	375345	500000	600000	700000
Quartz powder	Mt	4500	54	1432	3574	4000	4500	4500

Projected capacity is due to increase of business operations and within the existing installed capacity

COMPETITION

We face competition from various domestic and international players. The industry is also unorganized and fragmented with many small and medium-sized companies and entities.

On a regional basis, a plethora of peers compete with us in all of our geographic markets. Due to industry's fragmented nature, there is no authentic data available to our Company on total industry size and markets share of our Company vis-a-vis the competitors.

MARKETING

We have been focusing on supplying our products to international and domestic market. We believe our relationship with the clients is strong and established as we receive repeat order flows. Our marketing team is ready to take up challenges so as to scale new heights. We intend to expand our existing customer base by developing dealer network across the country.

INTELLECTUAL PROPERTY

We have not registered any intellectual property.

INSURANCE

We have taken different insurance policies, brief details of which are as under:

Sr. no	Policy No.	Policy Details	Property Insured	Premium (Rs)	Date of Expiry of Policy	Insurance Amount (Rs.)
1	1416001115 P110039119	Standard fire and special perils policy	Building, plant and machinery	23,922.50	26/11/2016	1,36,700,000

PROPERTY

I. Land taken on Lease/Rent by the Company

Sr. No	Location of the property	Document and Date	Licensor/Lessor	Lease Rent/ License Fee	Lease/License period		Purpose
					From	To	
1	Village Vana, Gram Panchayat, tehsil vallabh Nagar, District-Udaipur (Rajasthan)	Lease deed dated January 1, 2013	Shiva Explosives India Pvt. Ltd.	24,000/- p.a	January 1, 2013	December 31, 2028	Manufacturing Plant
2	8, Bhatt Ji Baari, Udaipur-313001	Rent agreement	Suresh Upadhyay	1,44,000/- p.a.	April 1, 2016	March 31, 2019	Registered Office

KEY INDUSTRY REGULATIONS AND POLICIES

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

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “*Government and Other Statutory Approvals*” beginning on page number 280 of this Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

Foreign Trade (Development and Regulation) Act, 1992

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

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

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

Foreign Exchange Management Act, 1999

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

FEMA Regulations

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

The Micro, Small and Medium Enterprises Development Act, 2006

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

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

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

The MSMED act provides for appointment and establishment of National Board by the Central Government for MSME enterprise with its head office at Delhi. The Central Government may from time to time for the purpose of promotion and development of the MSME and to enhance the competitiveness in the sector organize such programmes, guidelines or instructions, as it may deem fit. In case of any offences under this act, no court inferior to that of Metropolitan Magistrate or Chief Metropolitan Magistrate shall try the offence under this act.

Legal Metrology Act, 2009

An act to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters incidental thereto. The part of metrology in relation to weighing and measuring units as well as methods of weighing and measuring instruments with the object of ensuring public guarantee and from the point of view of security and accuracy of weighing and measurement. Any weight or measure which conforms to the standard of such weight or measure and also conforms to such of the provisions of Sec. 7 as are applicable to it shall be the standard of weight or measure. Any numeral which conforms to the provisions of Sec. 6 shall be the standard numeral. It further provides that no weight, measure or numeral, other than the standard weight, measure or numeral shall be used as a standard weight, measure or numeral.

Every reference standard, secondary standard and working standard shall be verified and stamped in such manner and after payment of such fee as may be prescribed. Every reference standard, secondary standard and working standard which is not verified and stamped in accordance with the provisions shall not be deemed to be a valid standard. The provision relating to Use and Prohibition provides that no person shall, in relation to any goods, things or service quote, or make announcement of, whether by word of mouth or otherwise, any price or charge, or issue or exhibit any price list, invoice, cash memo or other document, or prepare or publish any advertisement, poster or other document, or indicate the net quantity of a pre-packaged commodity, or express in relation to any transaction or protection, any quantity or dimension, otherwise than in accordance with the standard unit of weight, measure or numeration.

No person shall manufacture, repair or sell, or offer, expose or possess for repair or sale, any weight or measure unless he holds a license issued by the Controller. No license to repair shall be required by a manufacturer for repair of his own weight or measure in a State other than the State of manufacture of the same. The Controller shall issue a license in such form and manner, on such

conditions, for such period and such area of jurisdiction and on payment of such fee as may be prescribed.

Anti-Trust Laws

Competition Act, 2002

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

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

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and The Companies Act, 2013

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

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

EMPLOYMENT AND LABOUR LAWS

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

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

fund. The Central Government under section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Employees Provident Fund Scheme, 1952

The Central Government under section 5 of the EPF Act (as mentioned above) frames Employees Provident Fund Scheme, 1952. The Chairman of the Central Board shall call a meeting of the Board for the purpose of election to the Executive Committee of the members representing the employer or the employees as the case may be. In case of meetings a notice of not less than 15 days from the date of posting with all the required details of the meeting shall be dispatched by registered post or by special messenger to each trustee or the member of committee that are present in India. The provisions relating to Chairman presiding over the meeting or Quorum or nomination of the business are laid down under the scheme. A previous sanction of the Central Government for undertaking any work by the Central provident fund commissioner and the financial adviser. The act gives an express provision for classes of employees and membership of the fund.

Employees Deposit Linked Insurance Scheme, 1976

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

The Employees Pension Scheme, 1995

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

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

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

Payment of Bonus Act, 1965

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

Payment of Gratuity Act, 1972

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

Minimum Wages Act, 1948

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

Maternity Benefit Act, 1961

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

Equal Remuneration Act, 1976

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

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour is prohibited in Stone Breaking and Crushing as well as Graphite powdering and incidental processing industries and as per Part B of the Schedule.

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

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

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

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

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

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

TAX RELATED LEGISLATIONS

Service Tax

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

Central Sales Tax Act ("CST")

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

Value Added Tax ("VAT")

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

Rajasthan Value Added Tax Act, 2003 ("Rajasthan VAT")

The act extends to the whole of Rajasthan. The term 'Business' includes i) any trade, commerce or manufacture; or (ii) any adventure or concern in the nature of trade, commerce or whether or not such trade, commerce, manufacture, adventure or concern is carried on with a motive to make gain or profit, and whether or not any gain or profit accrues from such trade, commerce, manufacture, adventure or concern; or (iii) any transaction in connection with or incidental to or ancillary to such trade, commerce, manufacture, adventure or concern; or (iv) Any transaction in connection with or incidental or ancillary to the commencement or closure of such business; or (v) any occasional transaction in the nature of such trade, commerce, manufacture, adventure or concern whether or not there is volume, frequency, continuity or regularity of such transaction.

The tax is levied on 1) every dealer a) who is an importer of goods; or b) who is a manufacturer of goods and whose annual turnover exceeds rupees two lakhs; or (c) whose annual turnover exceeds rupees ten lakhs, shall be liable to pay tax under this Act 2) Notwithstanding anything contained in sub-section (1) a dealer other than that enumerated in clause (a) or clause (b) of sub-section (1) or the

dealer or class of dealers as may be notified by the State Government}, who purchases goods from a registered dealer of the State and sells such goods within the State, may opt for payment of tax on his turnover excluding the turnover of the goods specified in Schedule I, at the rate as may be notified under sub-section (3) of section 4, subject to the condition that such annual turnover does not exceed rupees seventy five lakhs} in a year. (3) Notwithstanding anything contained in sub-sections (1) and (2) every casual trader shall be liable to pay tax under this Act. (4) Notwithstanding anything contained in sub-sections (1) and (2) every person, other than a casual trader or a registered dealer, who carries on business temporarily for a period not exceeding one hundred twenty days in a year, shall be liable to pay tax under this Act in the manner as may be prescribed. (5) A dealer registered under the Central Sales Tax Act, 1956 (Central Act No. 74 of 1956) who is not liable to pay tax under sub-sections (1) to (4), shall nevertheless be liable to pay tax in accordance with the provisions of this Act. (6) Notwithstanding anything contained in this Act, a dealer registered under this Act shall so long as his certificate of registration remains in force is liable to pay tax, irrespective of his turnover.

Every dealer liable to pay tax shall get himself registered by submitting an application to the authority competent to grant registration, in such form and in such manner and within such time as may be prescribed. The authorities after making necessary inquiry grant a certificate of registration in the prescribed form. The certificate so granted shall be effective from the date the dealer becomes liable to pay tax. The Certificate shall not be transferable and shall remain valid until cancelled. The company has obtained this Certificate of Registration under the Rajasthan VAT Act.

Customs Act, 1962

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

The Central Excise Act, 1944

The Central Excise Act, 1944 ("Central Excise Act") consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

OTHER LAWS

The Factories Act, 1948

The Factories Act, 1948 ("Factories Act") aims at regulating labour employed in factories. A "factory" is defined as "any premises...whereon ten or more workers are working or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were 81 working on any day of the preceding twelve months, and in any part of

which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on...”. The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places.

Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules thereunder rests on the “occupier”, being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

Shops and establishments laws in various states

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

APPROVALS FROM LOCAL AUTHORITIES

Setting up of a factory or a manufacturing or housing unit entails that the requisite planning approvals are obtained from the relevant local Panchayats outside the city limits and the appropriate metropolitan 173 development authority within the city limits. Consents from the State Pollution Control Board/s, the relevant State Electricity Board/s and the State Excise Authorities (Sales Tax) are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

ENVIRONMENTAL LEGISLATIONS

The Company is subject to Indian laws and regulations concerning environmental protection, in particular, the discharge of effluent water and solid particulate matter during its manufacturing processes. The principal environmental regulations applicable to industries in India are the Water (Prevention and Control of Pollution) Act, 1974, the Water (Prevention and Control of pollution) Cess Act, 1977, the Air (Prevention and Control of Pollution) Act, 1981, the Environment Protection Act, 1986 and the Hazardous Wastes (Management and Handling) Rules, 1989. Further, environmental regulations require a company to file an Environmental Impact Assessment (“EIA”) with the State Pollution Control Board (“PCB”) and the Ministry of Environment and Forests (“MEF”) before undertaking a project entailing the construction, development or modification of any plant, system or structure. If the PCB approves the project, the matter is referred to the MEF for its final determination. The estimated impact that a particular project might have on the environment is carefully evaluated before granting clearances. When granting clearance, conditions may be imposed and the approving authorities may direct variations to the proposed project. The PCBs located across the various states in India monitor compliance with the applicable environmental regulations. No industrial or production facility may operate without a valid authorisation or consent from the jurisdictional PCB. PCBs routinely inspect industrial and production facilities, to monitor compliance with applicable environmental standards and regulations, including the provisions of the Water Act and the Water Access Act. PCBs are also empowered to grant authorisation for the collection, treatment, storage and disposal of hazardous waste, either to the occupier or the operator of the facility. Violations of relevant environmental regulations are punishable by monetary fines and imprisonment for company officers and controlling persons. The authorities are further empowered to shut down operations of a defaulting concern.

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

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

Air (Prevention and Control of Pollution) Act, 1981

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

Water (Prevention and Control of Pollution) Act, 1974

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

Hazardous Waste (Management and Handling) Rules, 1989

The Hazardous Waste (Management and Handling) Rules, 1989, as amended, impose an obligation on each occupier and operator of any facility generating hazardous waste to dispose of such hazardous wastes properly and also imposes obligations in respect of the collection, treatment and storage of hazardous wastes. Each occupier and operator of any facility generating hazardous waste is required to obtain an approval from the relevant state pollution control board for collecting, storing and treating the hazardous waste.

The Public Liability Insurance Act, 1991

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

National Environmental Policy, 2006

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

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

INTELLECTUAL PROPERTY LEGISLATIONS

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

- Indian Patents Act, 1970
- The Copyrights Act, 1957
- The Trademarks Act, 1999
- The Information Technology Act, 2000

Indian Patents Act, 1970

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

The Copyright Act, 1957

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

Trade Marks Act, 1999

In light of the changes in trade and commercial practices, globalisation of trade, the need for simplification and harmonisation of trademark registration systems etc., the Indian Parliament undertook a comprehensive review of the Trade and Merchandise Marks Act, 1958 and replaced the same with the a new legislation viz. the Trade Marks Act, 1999. This Act makes trademarks law compatible with TRIPs and also harmonises it with international systems and practices. The Trade Marks Act, 1999 (the “**Trade Marks Act**”) provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Information Technology (“IT”) Act, 2000

This Act aims to provide the legal infrastructure for e-commerce in India. And the cyber laws have a major impact for e-businesses and the new economy in India. So, it is important to understand what are the various perspectives of the IT Act, 2000 and what it offers. The Information Technology Act, 2000 also aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Income Tax Act 1961, The Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, Sale of Goods Act 1930, Indian Stamp Act 1899, Indian Registration Act 1908 and Consumer Protection Act 1986 are also applicable to the company.

POLICIES APPLICABLE

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2015 (“**FDI Policy 2015**”), which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force and effect as on May 11, 2015. However, press note 4 of (2015 Series), dated April 24, 2015, regarding policy on foreign investment in pension sector, will remain effective. Further, DIPP has issued a press note No. 12 (2015 Series) dated November 24, 2015 which introduces a few changes in the consolidated FDI Policy issued on May 12, 2015, and as amended from time to time. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, the consolidated FDI Policy 2015 will be valid until the DIPP issues an updated circular.

Under the current consolidated FDI Policy of 2015, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007. The constitution and capital of the partnership firm was changed pursuant to supplementary agreement modifying the partnership deeds dated October 11, 2008, April 1, 2015 and November 3, 2015. M/s Shiva Export Co. was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015. The Corporate Identification Number of our Company is U14200RJ2015PLC048974. The registered office of our Company is situated at 8, Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan

Suresh Upadhyay, Abhishek Upadhyay, Abhinav Upadhyay, Asha Upadhyay, Rachna Upadhyay, Harshita Upadhyay and Kailash Upadhyay partners of M/s Shiva Export Company, were the initial subscribers to the Memorandum of Association of our Company.

Suresh Upadhyay and Abhishek Upadhyay are the Promoters of our Company.

Our Company started as partnership firm in the year 2007 as importer and exporter of all kind of decorative stones, minerals, chemicals. Later it decided to extend its operation by entering into manufacturing of the engineered quartz stone slabs, different grades of resins and quartz stone powder and manufacture & dealing of God & Goddess Statues./ deities

Spread over 4.1 bighas, our manufacturing facility located at **Vana Village** in **Udaipur** District, Rajasthan, our Company's manufacturing unit is equipped with laboratory, enabling the company inhouse to develop new colours, besides facilitating conducting of tests and analysis of various products. At present we have manufacturing plant for engineered quartz stone slabs, different grade of resins, quartz powder and God & Goddess Statues/ deities.

For details regarding market of each segment, exports and profits due to foreign operations together with country wise analysis, information on our Company's profile, activities, products, market, growth, managerial competence, standing with reference to prominent competitors, major suppliers and customers, see the sections "*Our Management*", "*Our Business*" and "*Our Industry*" beginning on pages 184, 151 and 130 respectively.

The total number of members of our Company as on the date of filing of this Prospectus are 8 (Eight). For further details, please refer the chapter titled "*Capital Structure*" beginning on page 81 of this Prospectus.

CHANGES IN OUR REGISTERED OFFICE:

Since incorporation our Company's registered office is situated at 8, Bhatt Ji ki Baari, Udaipur-313001, Rajasthan.

MAIN OBJECTS OF OUR COMPANY

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 existing business known as SHIVA EXPORT COMPANY, a partnership concern, having its office at 8, Bhatt ji ki Baari, Udaipur-313001, Rajasthan, with all assets and liabilities of the said business used in connection therewith or*

belonging thereto, together with all pending contracts, business rights, obligations, service personnel and the like.

- 2) To carry on in India or elsewhere the business as designers, researchers, developers, manufacturers, buyers, assemblers, modifiers, installers, reconditioners, sellers, hirers, sublessors, market makers, dismantlers, repairers, operators, exporters, importers, distributors, and to act as an agent, broker, adatia, consignor, indenting agent, C&F agent, representative, correspondent, franchisers, stockist, supplier, vendor, transporter, collaborator, export house or otherwise to produce, manufacture, quarry, extract, treat, process, prepare, refine, import, export purchase, sell and generally to deal in, either as principals or as agents, either solely or in partnership or in joint venture with others, all types and kinds of Granite Stones and tiles, ceramic, lime stone, marble stone, coloured marbles in attractive design, granite marble and stones of all shades including black and white chocolate and all colours, polished and unpolished acid proof, white chips kota stone and kuddapah ,marble tiles, in all kinds of structural ceramic and heavy clay industrial products, solid bricks, perforated bricks, acid resistant, scratch resistant, wear resistant, acid and alkali resistant tiles, heavy duty tiles, glazed, unglazed, wet glazed tiles, vitrified ceramic tiles, lining tiles for chemical tanks, ceramic products for petro-chemical, fertilizers and other industries ceramic giftware and other allied products with imported or indigenous technology, Shahabad polished and rough stone glazed, mosaic tiles, chini terroaz, marble, pattera plain, Qauartz Slabs, Resin Qaurtz powder and to do all incidental acts and things necessary for the attainment of the above said objects.*
- 3) To produce, manufacture, quarry, extract, treat, process, prepare, refine, import, export purchase, sell and generally to deal in, either as principals or as agents, either solely or in partnership or in joint venture with others, all types and kinds of marble, granite, ceramic, lime stone, marble stone, coloured marbles in attractive design, granite marble and stones of all shades including black and white chocolate and all colours, polished and unpolished acid proof, white chips kota stone and kuddapah marble tiles, Shahabad polished and rough stone glazed, mosaic tiles, chini terroaz, marble, pattera plain, Qauartz Slabs, Resin, Qaurtz powder, cuddapah, katah, sahabad, sandur and other natural and artifical stones, cement ordinary, white, coloured, Portland, pozzolana, alumina, silica and all other varieties of cement, lime and limestone, clinker and or by-products thereof as also cement products of any all descriptions, such as pipes, sanitary wares, building materials and other articles, things, compounds and preparations connected with the aforesaid products, and in connection therewith to take on lease or otherwise acquire, erect, construct, extract, work, operate and maintain, factories, quarries, manes and workshops and to do all incidental acts and things necessary for the attainment of the above said objects.*
- 4) To carry on, in India or elsewhere, the business of buying, selling, reselling, importing, processing, semi-processing, manufacturing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading or dealing in any manner whatsoever in all type of idols, god and goddess statutes/ deities or any articles related thereto, made from whether stones of various kinds or any other materials, on retail as well as wholesale basis.*

AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION

Since incorporation, the following amendments have been made to the MoA of our Company:

Date of AGM / EGM	Changes
January 9, 2016	Initial authorised share capital of Rs. 250 lakhs consisting of 25,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 600 lakhs consisting of 60,00,000 Equity Shares of face value of Rs. 10/- each.
January 12, 2016	Alteration of object clause in order to provide more clarity and to remove any ambiguity as to the activities that may be carried out by the Company.
March 26, 2016	Share capital of Rs. 250 lakhs consisting of 25,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 1400 lakhs consisting of 1,40,00,000 Equity Shares of face value of Rs. 10/- each.

KEY EVENTS AND MILESTONES

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

Year	Key Events / Milestone / Achievements
2007	Incorporation of Partnership firm in the name Shiva Export Co.
2013	Purchase of Plant and machinery from China among other countries
	Started production of quartz powder, unsaturated polyester resin and God & Goddess Statues/Deities.
2014	Started production of engineered quartz slabs(Artificial Granite)
2016	Conversion of partnership firm into public limited Company
	Increase in authorised capital and subsequent change in the capital clause of the Company.
	Alteration of object clause in order to provide more clarity and to remove any ambiguity as to the activities that may be carried out by the Company.

OUR HOLDING/ SUBSIDIARY COMPANY

Our Company has neither holding nor subsidiary Company as on date of filing of this Prospectus.

FUND RAISING THROUGH EQUITY OR DEBT

For details in relation to our fund raising activities through equity and debt, please refer to the chapters titled “*Financial Statements as Restated*” and “*Capital Structure*” beginning on page 212 and page 81 respectively, of this Prospectus.

REVALUATION OF ASSETS

Our Company has not revalued its assets since its incorporation.

CHANGES IN THE ACTIVITIES OF OUR COMPANY IN THE LAST FIVE YEARS

Since incorporation, there has been no change in the activities being carried out by our Company.

INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunction or restraining order

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

There has been no merger or acquisition of businesses or undertakings in the history of our Company.

STRIKES AND LOCK-OUTS

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

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

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

STRATEGIC PARTNERS

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

FINANCIAL PARTNERS

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

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS

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

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

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

CONVERSION OF LOANS INTO EQUITY SHARES

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

DETAILS OF OUR PAST PERFORMANCE

Our Company was incorporated in December, 2015. For details in relation to our financial performance since inception, including details of non-recurring items of income, refer to section titled "*Financial Statements as Restated*" beginning on page 212 of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. Our Company currently has 5 (five) directors on our Board. The following table sets forth details regarding our Board of Directors as on the date of this Prospectus:

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

Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualifications & DIN	Date of Appointment	Other Directorships
1.	Name: Suresh Upadhyay S/o: Lt.Navin Chandra Upadhyay Age: 59 years Designation: Chairman and Whole time Director Address: 8, Bhatt Ji Ki Badi, Udaipur-313001, Rajasthan. Occupation: Business Term: 5 Years and liable to retire by rotation. DIN: 01858367	Appointed as First Director on December 31, 2015 Appointed as Whole Time Director on January 1, 2016. Designated as the Chairman on January 1, 2016.	• Shiva Explosives India Private Limited.
2.	Name: Abhishek Upadhyay S/o: Suresh Upadhyay Age: 32 years Designation: Managing Director Address: 8, Bhatt Ji Ki Badi, Udaipur-313001, Rajasthan. Occupation: Business Term: 5 Years and liable to retire by rotation DIN: 01889928	Appointed as First Director on December 31, 2015 Appointed as Managing Director on January 1, 2016.	• Shiva Explosives India Private Limited.

Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualifications & DIN	Date of Appointment	Other Directorships
3.	Name: Asha Upadhyay D/o: Lt. Bhagwanlal Sukhwai Age: 56 years Designation: Non Executive Director Address: 8, Bhatt Ji Ki Badi, Udaipur-313001, Rajasthan. Term: Till ensuing Annual General Meeting DIN: 07396269	Appointed as Additional Non Executive Director on January 15, 2016 and further regularized as Non executive Director on EGM dated April 26, 2016.	• Nil
4.	Name: Vinod Kumar Jain S/o: Genda Lal Jain Age: 45 years Designation: Independent Director Address: 18, Sarvritu Vilas, Udaipur-313001, Rajasthan. Term: 5 Years DIN: 00248843	Appointed as Additional Independent Director on January 1, 2016 and further regularized as Independent Director on EGM dated January 16, 2016.	• SRG Housing Finance Limited. • S R G Securities Finance Limited. • Hriday Fincorp Private Limited • Shri Nakoda Infotech Private Limited • Srg Global Builders Private Limited
5.	Name: Meeta Raina D/o: Krishna Kumar Tikku Age: 43 years Designation: Independent Director Address: 69/2A, New Flora Complex, Uday Tower Bhuwana, Bhuwana Girwa, Udaipur 313001 Rajasthan Term: Till ensuing Annual General Meeting DIN: 07419460	Appointed as Additional Independent Director on January 30, 2016 and further regularized as Independent Director on EGM dated April 26, 2016.	• Nil

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Suresh Upadhyay

Suresh Upadhyay aged 59 years, is currently the Chairman and Wholetime Director of our Company and is the founder of our business when it was set up as a partnership firm. He was appointed as the first Director of our Company. He is a Commerce Graduate from University of Rajasthan. He is the guiding force behind the strategic decisions of our Company and has been instrumental in formulating the overall business strategy and developing business relations of the Company.

Abhishek Upadhyay

Abhishek Upadhyay aged 32 years is currently the Managing Director of our Company. He was appointed as the first director of our Company. He has completed Bachelor in Technology from IIT Bombay (Mechanical Engineering) and Master in Technology from IIT Bombay (Computer Integrated Manufacturing). He is entrusted with the responsibility to look after the marketing and administration department of our Company. With more than 7 years of experience across operations, Management and Market Research.

Asha Upadhyay

Asha Upadhyay aged 56 years was appointed as additional non executive director in our Company. She has been Director of our Company since January 15, 2016 and further regularized as Executive Director on EGM dated April 26, 2016. She has completed her Bachelors of Arts from Rajasthan University. She is involved in Human resource related activity.

Vinod Kumar Jain

Vinod Kumar Jain aged 45 years is an Independent Director of our Company since January 01, 2016.

Meeta Raina

Meeta Raina aged 43 years is an additional independent director of our Company since January 30, 2016 and further regularized as Independent Director on EGM dated April 26, 2016. She has completed her Bachelors of Arts from Rajasthan University.

CONFIRMATIONS

As on the date of this Prospectus:

1. Except as stated below; none of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013

Director	Other Director	Relation
Suresh Upadhyay	Abhishek Upadhyay	Father-Son
	Asha Upadhyay	Husband-Wife
Asha Upadhyay	Abhishek Upadhyay	Mother-Son
	Suresh Upadhyay	Wife- Husband
Abhishek Upadhyay	Asha Upadhyay	Son-Mother
	Suresh Upadhyay	Son-Father

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

3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of the above mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies.
6. None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

REMUNERATION/COMPENSATION OF DIRECTORS

Since Company is incorporated on December 31, 2015, hence no remuneration is paid in previous Financial year.

Terms and conditions of employment of our Managing Director

Abhishek Upadhyay was appointed as first Director of our Company since incorporation, and later as Managing Director with effect from January 1, 2016. He is entitled to a remuneration of Rs. 50,000 per month.

Terms and conditions of employment of our Whole-time Director

Suresh Upadhyay was appointed as first Director of our Company since incorporation and later as Wholetime Director with effect from January 1, 2016. He is entitled to a remuneration of Rs. 75,000 per month.

Sitting Fees, commission and Payments to Independent Director and Non Executive Directors

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

OTHER CONFIRMATIONS

As on the date on this Prospectus:

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

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. Except as stated below no other directors have shareholding of our Company.

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

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Capital	% of Post Issue Equity Capital
1.	Suresh Upadhyay	86,22,671	95.65	65.25
2.	Abhishek Upadhyay	17,329	0.19	0.13
3.	Asha Upadhyay	10	Negligible	Negligible
	Total	86,40,010	95.84	65.38

INTERESTS OF DIRECTORS

Interest in promotion of our Company

Our Directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. For further details, refer to chapter titled “*Related Party Transactions*” beginning on page 210 of this Prospectus.

Interest in the property of our Company

Our Directors do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the of this Prospectus

Interest as member of our Company

As on date of this Prospectus, our Directors together holds 86,40,010 Equity Shares in our Company i.e. 95.84% of the pre Issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

Interest as a creditor of our Company

As on the date of this Prospectus, our Company has availed loans from the Promoters of our Company. For further details, refer to chapter titled “*Financial Indebteness*” section titled “*Related Party Transactions*” beginning on page 269 and 210 of this Prospectus.

Interest as Director of our Company

Except as stated in the chapters titled “*Our Management*”, “*Financial Statements as Restated*” and “*Capital Structure*” beginning on pages 184, 212 and 81 of this Prospectus our Promoter/ Director, may deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AoA of our Company.

Interest as Key Managerial Personnel of our Company

Abhishek Upadhyay, Managing Director of the Company and hence a Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to him for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AoA of our Company. For further details, please refer to chapters titled “*Our Management*” and “*Related Party Transactions*” beginning on page 184 and 210 respectively of this Prospectus.

Interest in transactions involving acquisition of land

Our Directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to in the heading titled “*Land and Property*” in Chapter titled “*Our Business*” beginning on page 151 of the Prospectus, our Promoter’s have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Indirect Interest

Except as stated in “*Financial Statements as Restated*” beginning on page 212 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Promoters.

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

Other than in the normal course of business including any advances or commission paid and Except as stated in “*Financial Statements as Restated*” beginning on page 212 of this Prospectus, there has been no payment of any amount of benefits to our Promoter or the members of our Promoter Group during the last two years from the date of the Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of the Prospectus.

Our Promoters are not interested in the appointment of or acting as Underwriters, Registrar or any such intermediaries registered with SEBI.

Interest in the Business of Our Company

Save and except as stated otherwise in “*Related Party Transactions*” in the chapter titled “*Financial Statements as Restated*” beginning on page 212 of this Prospectus, our Promoters do not have any other interests in our Company as on the date of this Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

Our Company does not have a subsidiary or associate company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in directors of our Company in last three years prior to the date of this Prospectus.

Sr. No.	Name	Date of last Appointment / Reappointment / Cessation and Nature of Change	Reasons for Change
1.	Suresh Upadhyay	January 1, 2016	Appointment as Wholetime Director
2.	Abhishek Upadhyay	January 1, 2016	Appointment as Managing Director
3.	Asha Upadhyay	April 26, 2016	Appointment as Non executive Director
4.	Vinod Kumar Jain	January 1, 2016	Appointment as Independent Director
5.	Meeta Raina	April 26, 2016	Appointment as Independent Director

BORROWING POWERS OF THE BOARD

Our Company has passed a resolution in the Extra Ordinary General Meeting of the members held on January 9, 2016 authorizing the Directors of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 100 crores

CORPORATE GOVERNANCE

The provisions of the SEBI Listing Regulations will be applicable to our Company immediately upon the listing of our Equity Shares with BSE. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Chapter IV of the SEBI Listing Regulations as may be applicable.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Currently our Board has five directors out of which two are Independent Directors. The constitution of our Board is in compliance with the requirements of provisions of the Companies Act, 2013

The following committees have been formed in compliance with the corporate governance norms:

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee

A) *Audit Committee*

Our Company has constituted an audit committee ("**Audit Committee**"), as per section 177 of the Companies Act, 2013 vide resolution passed at the meeting of the Board of Directors held on January 30, 2016.

The committee presently comprises the following three (3) directors:

Name of the Director	Status	Nature of Directorship
Vinod Kumar Jain	Chairman	Independent Director
Meeta Raina	Member	Independent Director
Suresh Upadhyay	Member	Whole time Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers:

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

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/

- Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors any significant findings and follow up there on.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
 19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
 20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 21. To investigate any other matters referred to by the Board of Directors;
 22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Meeting of Audit Committee and relevant Quorum

The audit committee shall meet at least 4 times in a year and not more than 4 months shall elapse between 2 meetings. The quorum shall be either 2 members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of 2 Independent Directors, who are members, present.

B) Stakeholder's Relationship Committee

Our Company has constituted a shareholder / investors grievance committee ("*Stakeholders Relationship Committee*") to redress complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on January 30, 2016.

The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Vinod Kumar Jain	Chairman	Independent Director
Asha Upadhyay	Member	Non executive Director
Meeta Raina	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholder's/investor's complaints;
3. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
5. Allotment and listing of shares;
6. Reference to statutory and regulatory authorities regarding investor grievances; and
7. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
8. Any other power specifically assigned by the Board of Directors of the Company

Quorum for Stakeholders Relationship Committee

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be 2 members or one third of the members, whichever is greater.

C) Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Compensation committee was approved by a Meeting of the Board of Directors held on January 30, 2016. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Vinod Kumar Jain	Chairman	Independent Director
Asha Upadhyay	Member	Non executive Director
Meeta Raina	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Compensation Committee are:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- e. Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;
- f. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- g. Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
- h. Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities

Quorum for Nomination and Remuneration Committee

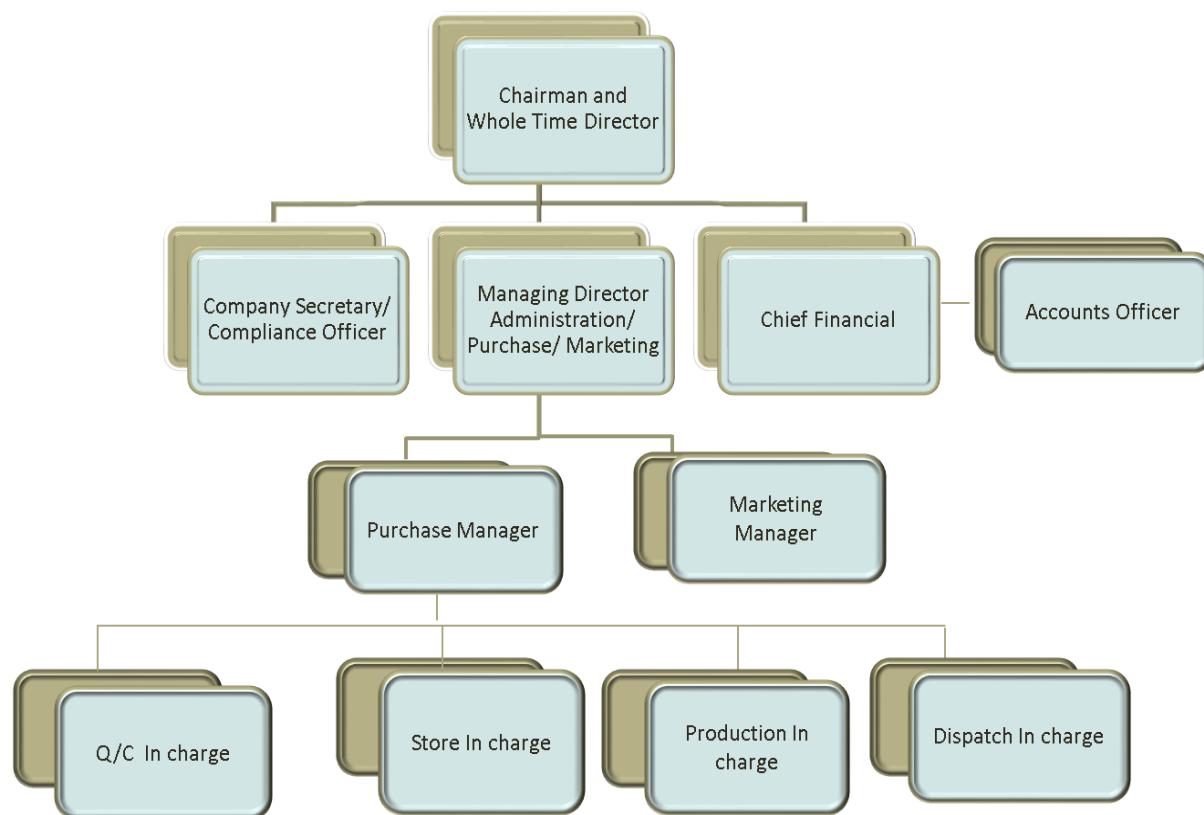
The quorum necessary for a meeting of the Remuneration Committee shall be 2 members or one third of the members, whichever is greater.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, post listing of our Company's shares on the Stock Exchange.

Company Secretary & Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

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

Abhishek Upadhyay, Managing Director

Abhishek Upadhyay was appointed the first director of our Company. Presently, he is the Managing Director of our Company for a term of 5 year. He has completed Bachelor of Technology from IIT Bombay (Mechanical Engineering) and Master of Technology from IIT Bombay (Computer Integrated Manufacturing). He is entrusted with the responsibility to look after the marketing and administration department of our Company.

Abhinav Upadhyay, Chief Financial Officer

Abhinav Upadhyay is the CFO of our Company. He has completed Bachelor of Technology from IIT Kharagpur (Electrical Engineering) and Master of Technology from IIT Kharagpur (Instrumentation Engineering). He is responsible for handling the financial matters relating thereto for our Company.

Youdhveer Singh Rathore

Youdhveer Singh Rathore is the Company Secretary of our Company. He is an associate member of The Institute of Company Secretaries of India. He is responsible for handling the overall Secretarial Compliances and matters relating thereto for our Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

Except as stated below none of the key managerial personnel are related to each other within the meaning of Section 2 (77) of the Companies Act, 2013 on filing of this Prospectus:

Name of the Key Managerial Personnel	Name of the Key Managerial Personnel	Relationship
Abhishek Upadhyay	Abhinav Upadhyay	Brother

RELATIONSHIPS OF DIRECTORS/ AND PROMOTERS WITH KEY MANAGERIAL PERSONNEL

Except as stated below none of the key managerial personnel are “related” to the Promoter or Director of our Company within the meaning of Section 2 (77) of the Companies Act, 2013.

Name of the Key Managerial Personnel	Name of the other Promoter/Director	Family Relation
Abhishek Upadhyay	Suresh Upadhyay	Son-Father
	Asha Upadhyay	Son-Mother
Abhinav Upadhyay	Suresh Upadhyay	Son-Father
	Asha Upadhyay	Son-Mother
	Abhishek Upadhyay	Brothers

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Prospectus.

Sr. No.	Name of Shareholder	No. of Shares held
1.	Abhishek Upadhyay	17329
2.	Abhinav Upadhyay	10

BONUS OR PROFIT SHARING PLAN OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Directors, Key Managerial Personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TO KEY MANAGERIAL PERSONNEL

The Company has not given any loans and advances to the, Key Managerial Personnel as on the date of this Prospectus. For further details, refer to chapter titled “*Related Party Transaction*” beginning on page 210 of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

Interest in promotion of our Company

Abhishek Upadhyay and Abhinav Upadhyay may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by him and also to the extent of any dividend payable to him and other distributions in respect of the aforesaid Equity Shares. For further details, refer to chapter titled “*Related Party Transactions*” beginning on page 210 of this Prospectus.

Interest in the property of our Company

Abhishek Upadhyay and Abhinav Upadhyay do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the of this Prospectus

Interest as member of our Company

As on date of this Prospectus, Abhishek Upadhyay and Abhinav Upadhyay holds 17,349 and 10 Equity Shares in our Company i.e. 0.19% and negligible percentage of the pre Issue paid up Equity Share capital of our Company. Therefore, our KMP is interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

Interest as a creditor of our Company

As on the date of this Prospectus, our Company has not availed loans from any of the KMPs. For further details, refer to chapter titled “*Financial Indebtness*” section titled “*Related Party*”

Transactions” beginning on page 269 and 210 of this Prospectus.

Interest as Director of our Company

Except as stated in the chapters titled “*Our Management*”, “*Financial Statements as Restated*” and “*Capital Structure*” beginning on pages 184, 212 and 81 of this Prospectus Abhishek Upadhyay and Abhinav Upadhyay, may deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AoA of our Company.

Interest as Key Managerial Personnel of our Company

Abhishek Upadhyay Managing Director, Abhinav Upadhyay Chief Financial Officer of the Company and Youdhveer Singh Rathore, Company Secretary and compliance officer hence a Key Managerial Personnel and may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to him for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AoA of our Company. For further details, please refer to chapters titled “*Our Management*” and “*Related Party Transactions*” beginning on page 184 and 210 respectively of this Prospectus.

Interest in transactions involving acquisition of land

Our Key Managerial Personnel are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to in the heading titled “*Land and Property*” under Chapter titled “*Our Business*” beginning on page 151 of the Prospectus, our Promoter’s have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Indirect Interest

Except as stated in “*Financial Statements as Restated*” beginning on page 212 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Promoters.

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

Other than in the normal course of business including any advances or commission paid and Except as stated in “*Financial Statements as Restated*” beginning on page 212 of this Prospectus, there has been no payment of any amount of benefits to our Promoter or the members of our Promoter Group during the last two years from the date of the Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of the Prospectus.

Our Promoters are not interested in the appointment of or acting as Underwriters, Registrar or any such intermediaries registered with SEBI.

Interest in the Business of Our Company

Save and except as stated otherwise in “*Related Party Transactions*” in the chapter titled “*Financial Statements as Restated*” beginning on page 212 of this Prospectus, our Key Managerial Personnel do not have any other interests in our Company as on the date of this Prospectus.

Except as disclosed in this Prospectus, none of our Key Managerial Personnel have been paid any consideration of any nature from our Company, other than their remuneration.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The changes in the Key Managerial Personnel in the last three years are as follows:

Name of Managerial Personnel	Designation	Date of Event	Reason
Abhishek Upadhyay	Managing Director	January 1, 2016	Appointed as Managing Director
Abhinav Upadhyay	Chief Financial Officer	January 30, 2016	Appointed as Chief Financial Officer
Youdhveer Singh Rathore	Company Secretary and compliance officer	January 1, 2016	Designated as Company Secretary

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)

Except as disclosed in the heading titled “*Related Party Transactions*” in the section titled “*Financial Statements as Restated*” beginning on page 212 of this Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTERS

Our Company is promoted by Suresh Upadhyay and Abhishek Upadhyay.

Brief profile of our individual Promoter is as under:

	Suresh Upadhyay Promoter ,Chairman and Wholetime Director Suresh Upadhyay aged 59 years, is currently the Chairman and Wholetime Director of our Company. He was appointed as the first Director of our Company.He is a Commerce Graduate from University of Udaipur. He is the guiding force behind the strategic decisions of our Company Passport No: K9995242 Driving License: RJ-27/DLC/07/106965 Voters ID: RJ/18/142/0193720 Address: 8,Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan For further details relating to Suresh Upadhyay, including terms of appointment as Director, other directorships, please refer to the chapters titled “<i>Our Management</i>” beginning on pages 184 of this Prospectus.
	Abhishek Upadhyay,Promoter, and Managing Director Abhishek Upadhyay aged 32 years is the Managing Director of our Company. He was appointed as the first director of our Company.He has completed Bachelor in Technology from IIT Bombay (Mechanical Engineering) and Master in Technology from IIT Bombay (Computer Integrated Manufacturing). He is entrusted with the responsibility to look after the marketing and administration department of our Company. Passport No: K9995264 Driving License: RJ-27/DLC/03/20435 Voters ID: N.A* Address: 8,Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan For further details relating to Abhishek Upadhyay, including terms of appointment as our Managing Director, other directorships, please refer to the chapters titled “<i>Our Management</i>” beginning on pages 184 of this Prospectus.

**Our Promoter Abhishek Upadhyay has confirmed that he does not have Voters Identity card*

DECLARATION

Our Company confirms that the permanent account number, bank account number and passport number of our Promoters shall be submitted to the Stock Exchange at the time of filing of this

Prospectus with it.

LITIGATION

For details on litigations and pending disputes against the Promoters, Promoter Group and Group Companies and defaults made by them, please refer to the chapter titled, “*Outstanding Litigations and Material Developments*” beginning on page 273 of this Prospectus.

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEAR

For details on litigations and pending disputes against the Promoters, Promoter Group and Group Companies and defaults made by them, please refer to the chapter titled, “*Outstanding Litigations and Material Developments*” beginning on page 273 of this Prospectus.

Name of the Entity	Type	Date of Disassociation	Reason for Disassociations
Abhishek Upadhyay			
Mewar Enterprises	Partnership Firm	October, 2015	Preoccupation with other professional work
Radha Mohan Charitable Trust	Charitable trust	December, 2015	Preoccupation with other professional work
Suresh Upadhyay			
Radha Mohan Charitable Trust	Charitable trust	December, 2015	Preoccupation with other professional work

UNDERTAKING / CONFIRMATIONS

Our Promoters and the members of our Promoter Group have not been debarred from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. None of our Promoters was or also is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI.

Further, neither our Promoters, the relatives of our Promoters (as defined under the Companies Act) nor our Group Companies have been declared as a wilful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

INTEREST OF PROMOTERS

Interest in promotion of our Company

Our Promoters may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. For further details, refer to section titled “Related Party Transactions” under the chapter “*Financial Statement as Restated*” and chapter titled “*Our Promoter and Promoter Group*” beginning on page 212 and 200 of this Prospectus.

Interest in the property of our Company

Our promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us till the date of filing the Prospectus with RoC.

Interest as Members of our Company

As on the date of this Prospectus, our Promoters together hold 86,40,000 equity shares respectively in our Company and 95.84% of the pre-issue paid by capital of our Company. Therefore, our Promoters are interested to the extent of their shareholding and the dividend declared, if any, by our company.

Interest as a Creditor of our Company

As on the March 31, 2016 our Company has undertaken transactions with certain companies in which our Promoters may deem to be interested. For further details regarding interest as creditor, refer to chapter titled "*Financial Statement as Restated*" and "*Related Party Transactions*" beginning on pages 212 and 210 of this Prospectus.

Interest as Director of our Company

Except as given in the chapters titled "Our Management", "*Financial Statements as Restated*" and "*Capital Structure*" beginning on pages 184, 212 and 81 respectively of this Prospectus our Promoters / Director, may deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AoA of our Company.

Interest as Key Managerial Personnel of our Company

Abhishek Upadhyay is Managing Director of our Company and hence a key managerial personnel of the Company and may be deemed to be interested to the extent of remuneration, reimbursement of expenses payable to her for services rendered to us in accordance with the provisions of Companies Act, in terms of agreement entered into with our company, if any and AoA of our Company. For further details, refer to the chapter titled "*Our Management*", "*Related Party Transaction*" and "*Financial Statement as Restated*" beginning on page 184, 210 and 212 respectively of this Prospectus.

Interest in transactions involving acquisition of land

Except as stated/referred to in the heading titled "Land and Property" under the Chapter titled "*Our Business*" beginning on page 151 of the Prospectus, our Promoter has not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Promoter and Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

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

Other than in the normal course of business including any advances or commission paid and Except as stated in "*Financial Statement as Restated*" beginning on page 212 of this Prospectus, there has been no payment of any amount of benefits to our Promoters or the members of our Promoter Group during the last two years from the date of the Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of the Prospectus.

Other Indirect Interest

Except as stated in “Financial Statements as Restated” beginning on page 212 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Promoter.

OUR PROMOTER GROUP

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

A. Individuals related to our Promoter:

Relationship	Suresh Upadhyay	Abhishek Upadhyay
Father	-	Suresh Upadhyay
Mother	-	Asha Upadhyay
Spouse	Asha Upadhyay	Harshita Upadhyay
Brother	Kailash Upadhyay	Abhinav Upadhyay
Sons	Abhishek Upadhyay	-
	Abhinav Upadhyay	-
Daughter	-	Abhigya Upadhyay

*The Promoter Group of our Company does not include Vijaya Kanta Pundit, Manju Tripathi, Mahesh Sukhwai, Uma Tripathi, Kaushala Vyas, Harshit Vyas and Divya Vyas or any entity in which the abovementioned individuals, severally or jointly may have an interest. Whilst there are no formal disassociation arrangements between the mentioned individuals, the promoters confirmed that they have disassociated with them. Further, our Promoters vide letter dated May 20, 2016 has submitted that as they do not have any financial or material interest in the Company and thus information pertaining to them shall not be disclosed in the Draft Prospectus/Prospectus. Therefore the disclosures made in the Prospectus are limited to the extent of information that has been made available by our Promoter in relation to Promoter Group

B. Corporate Entities or Firms forming part of the Promoter Group

Nature of Relationship	Entity
For Individual Promoters	
Any Body corporate in which ten percent or more of the equity share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoter or any one or more of his immediate relative is a member.	- Shiva Explosives India Pvt. Ltd. - Jagat Explosives Pvt. Ltd. - Semicon Technology India Pvt. Ltd.
Any Body Corporate in which a body corporate as provided above holds ten percent or more of the equity share capital	Nil
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total	- Drillers and Drillers - Mewar Enterprises - Suresh Upadhyay HUF - Abhishek Enterprises

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	Director	Relationship
Suresh Upadhyay	Abhishek Upadhyay	Father – son
	Asha Upadhyay	Husband – Wife
Abhishek Upadhyay	Suresh Upadhyay	Son – Father
	Asha Upadhyay	Son – Mother

CHANGES IN CONTROL

Our Promoter Suresh Upadhyay and Abhishek Upadhyay are promoters of our Company. Suresh Upadhyay, Abhishek Upadhyay, Abhinav Upadhyay, Asha Upadhyay, Rachna Upadhyay, Harshita Upadhyay and Kailash Upadhyay, partners of M/s Shiva Export Company, were the initial subscribers to the Memorandum of Association of our Company.

For details on litigations and disputes pending against the Promoters and defaults made by them, please refer to the section titled “*Outstanding Litigation and Material Developments*” beginning on page 273 of this Prospectus. Our Promoter has not been declared a wilful defaulter by RBI or any other governmental authority and there are no violations of securities laws committed by our Promoter in the past or are pending against them.

OUR GROUP COMPANIES

The definition of group companies was amended pursuant to the SEBI (ICDR) Regulations, to include companies covered under applicable accounting standards and such other companies as are considered material by our Board. Pursuant to a resolution dated May 20, 2016 our Board has formulated the Materiality Policy. Pursuant to the Materiality Policy, the following companies are identified as Group Companies of our Company. There are no other material Group Companies except as stated herein.

1. Shiva Explosives India Private limited
2. Jagat Explosives Private Limited
3. Semicon Technology India Private Limited

Our Board, vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature.

No equity shares of our Group Companies are listed on any stock exchange and none of them have made any public or rights issue of securities in the preceding three years.

SHIVA EXPLOSIVES INDIA PRIVATE LIMITED (“SEIPL”)

Corporate Information

Shiva Explosives India Private Limited is a private Company incorporated on December 11, 2007 under the provisions of Companies Act, 1956. SEIPL has its registered office at 8, Bhatt Ji Ki Bari, Udaipur- 313001, Rajasthan, India and is mainly engaged in the business of manufacturer, importer, exporter of explosive formations for various uses including drilling, industrial and mining excavations. The Corporate Identification Number is U14299RJ2007PTC025471. The paid up capital of the Company as per records of Registrar of Companies, Jaipur, Rajasthan is Rs. 5 lakhs.

Shareholding Pattern

Name of the shareholders	No. of Shares
Suresh Upadhyay	45,000
Abhinav Upadhyay	4,990
Ram Suresh Yadav	10
Total	50,000

Board of Directors

Name of the Directors
Suresh Upadhyay
Abhinav Upadhyay
Abhishek Upadhyay

Financial Information

The audited financial statements of the company for the last three Financial Years are as follows:

(Rs. In Lakhs)

Particulars	2012-13	2013-14	2014-15
Paid Up Capital	5.00	5.00	5.00
Reserves & Surplus	(3.12)	(3.64)	(4.00)
Sales and other income	0.00	Nil	Nil
Profit/loss after tax	(0.88)	(0.52)	(0.47)
NAV (in Rs.)	3.76	2.72	1.00

Shiva Explosives India Private Limited holds 3,75,000 equity shares in our company. Further it has also given guarantee on behalf of our Company to Bank of Baroda and SIDBI for the loans availed by our Company. For further details, refer to chapter titled “Financial Indebteness” beginning on page 269 of this Prospectus.

JAGAT EXPLOSIVES PRIVATE LIMITED (“JEPL”)

Corporate Information

Jagat Explosives Private Limited is a private Company incorporated on April 13, 2009 under the provisions of Companies Act, 1956. JEPL has its registered office at 8, Bhatt Ji Ki Bari, Udaipur-313001, Rajasthan, India and main object of the company enables to carry on the business of manufacturer, importer, exporter of explosive formations for various uses including drilling, industrial and mining excavations. The Corporate Identification Number is U24292RJ2009PTC028654. The paid up capital of the Company as per records of Registrar of Companies Jaipur, Rajasthan is Rs. 1 lakh.

Shareholding Pattern

Name of the shareholders	No. of Shares
Abhishek Upadhyay	5,000
Suresh Upadhyay	5,000
Total	10,000

Board of Directors

Name of the Directors
Abhinav Upadhyay
Udit Agarwal

Financial Information

The audited financial statements of the company for the last three Financial Years are as follows:

(Rs. In Lakhs)

Particulars	2012-13	2013-14	2014-15
Paid Up Capital	1.00	1.00	1.00
Reserves & Surplus	-	-	-
NAV (in Rs.)	10	10	10

Since the company has not commenced any business activities hence profit and loss account has not been prepared

SEMICON TECHNOLOGY INDIA PRIVATE LIMITED (“STIPL”)

Corporate Information

Semicon Technology India Private Limited is a private Company incorporated on March 19, 2009 under the provisions of Companies Act, 1956. STIPL has its registered office at 8, Bhatt Ji Ki Bari, Udaipur- 313001, Rajasthan, India and is mainly engaged in the business of designing, developing, exporting, servicing, manufacturing, processing and installing of digital and analog very large scale integrated circuits (VLSI) electronic data acquisition card and other IT related services. The Corporate Identification Number is U32109RJ2009PTC028506. The paid up capital of the Company as per records of Registrar of Companies Jaipur, Rajasthan is Rs.2 lakhs.

Shareholding Pattern

Name of the shareholders	No. of Shares
Abhishek Upadhyay	10,000
Abhinav Upadhyay	10,000
Total	20,000

Board of Directors

Name of the Directors
Abhinav Upadhyay
Udit Agarwal

Financial Information

The audited financial statements of the company for the last three Financial Years are as follows:

(Rs. In Lakhs)

Particulars	2012-13	2013-14	2014-15
Paid Up Capital	2.00	2.00	2.00
Reserves & Surplus	-	-	-
NAV (in Rs.)	10	10	10

Since the company has not commenced any business activities hence profit and loss account has not been prepared

CONFIRMATION

Our Promoter and persons forming part of Promoter Group have confirmed that they have not been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoter and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. Except as disclosed in this chapter, our Group Companies does not have negative net worth as of the date of the respective last audited financial statements.

LITIGATION

For details on litigations and disputes pending against the Promoters and Group Companies and defaults made by them, please refer to the chapter titled, “*Outstanding Litigations and Material Developments*” on page 273 of this Prospectus.

DISSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Except as stated our Promoters have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Prospectus.

Name of the Entity	Type	Date of Disassociation	Reason for Disassociations
Abhishek Upadhyay			
Mewar Enterprises	Partnership Firm	October 2015	Preoccupation with other professional work
Radha Mohan Charitable Trust	Charitable trust	December 2015	Preoccupation with other professional work
Suresh Upadhyay			
Radha Mohan Charitable Trust	Charitable trust	December 2015	Preoccupation with other professional work

NEGATIVE NET WORTH

None of our Group Companies have negative net worth as on the date of the Prospectus.

DEFUNCT / STRUCK-OFF COMPANY

None of our Promoters or Promoter Group or Group Company has become defunct or struck off in the five years preceding the filing of this Prospectus.

INTEREST OF OUR PROMOTERS AND GROUP COMPANIES

Our Promoters and Group Companies are interested to the extent of their shareholding of Equity Shares from time to time, and in case of our Individual Promoters, also to the extent of shares held by their relatives from time to time, for which they are entitled to receive the dividend declared, if any, by our Company. Our Individual Promoter may also benefit from holding directorship in our Company. Our Individual Promoter may also be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to him under the Articles/ terms of appointment. As on the date of this Prospectus, our Promoter holds 86,40,000 Equity Shares of our Company.

Shiva Explosives India Private Limited holds 3,75,000 equity shares in our company. Further it has also given guarantee on behalf of our Company to Bank of Baroda and SIDBI for the loans availed by our Company. For further details, refer to chapter titled “*Financial Indebtness*” beginning on pages 269 of this Prospectus.

Except as stated hereinabove and as stated in “*Related Party Transactions*” under chapter titled “*Financial Statements as Restated*” and “*Our Management*” beginning on page 212 and 184 respectively of this Prospectus, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the Promoter is directly or

indirectly interested and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made to them.

Further, except as stated above and as stated otherwise under the paragraph titled “Shareholding of our Directors” in the chapter titled “*Our Management*” beginning on page 184 of this Prospectus; in “Related Party Transactions” under chapter titled “*Financial Statement as Restateds*” beginning on page 212 of this Prospectus, and under the paragraph titled “Interest of Directors” in the chapter titled “*Our Management*” beginning on page 184; paragraph titled “Land and Property” in the chapter titled “*Our Business*” beginning on page 151, our Promoter does not have any other interest in our Company as on the date of this Prospectus.

Further, except as disclosed above and in the audited restated financial statements of our Company under “Related Party Transactions” under chapter titled “Financial Statements as restated” beginning on page 212 of this Prospectus, our Group Companies and associates have no business interest in our Company.

COMMON PURSUITS

Our Promoters are interested as Directors and/or Member in our Group Companies which are involved in activities similar to those conducted by our Company. Our Group Companies are authorised under their constitutional documents to engage in a similar line of business as we do. Although, as on date, these Group Companies do not carry out any business activities, we have not entered into any non compete or similar arrangement with these Group Companies or otherwise with our Promoter. Accordingly, there can be no assurance that these Group Companies will not in future engage in any competing business activity or acquire interests in competing ventures.

SALES/PURCHASES BETWEEN OUR COMPANY AND PROMOTER COMPANY & GROUP COMPANIES

Other than as disclosed in the chapter titled “*Related Party Transactions*” on page 210 of this Prospectus, there are no sales/purchases between the Company and the Group Companies when such sales or purchases exceed in value in the aggregate 10 per cent of the total sales or purchases of the Company.

PAYMENT OR BENEFIT TO OUR GROUP COMPANIES

Except as stated in chapter titled “*Related Party Transactions*” beginning on page 210 of this Prospectus, there has been no payment of benefits to our Group Companies in financial year 2014-2015.

RELATED PARTY TRANSACTION

For details on Related Party Transactions of our Company, please refer to Annexure XXXIV of restated financial statement under the section titled, '*Financial Statements as Restated*' beginning on page 212 of this Prospectus.

DIVIDEND POLICY

The declaration and payment of dividend, if any, will be recommended by the Board of Directors and approved by the Shareholders of our Company, at their discretion, subject to the provisions of the Articles of Association and the Companies Act.

Generally, the factors that may be considered by the Board of Directors before making any recommendations for Dividends include, but not limited to are, Company's future expansion plans and capital requirements, profits earned during the financial year, cost of raising funds, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

Our Company has no formal dividend policy. Our Company has not declared any dividends in any of the Financial Years preceding the filing of this Prospectus

**SECTION V – FINANCIAL STATEMENTS AS RESTATED
FINANCIAL STATEMENTS AS RESTATED**

**Independent Auditor’s Report for the Restated Financial Statements of
Shiva Granito Export Limited**

**The Board of Directors
Shiva Granito Export Limited**

8, Bhatt Ji Ki Bari,
Udaipur – 313001,
Rajasathan

Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Shiva Granito Export Limited** (the “Company”) as at 31st March, 2016, 30th December 2015, 31st March, 2015, 2014, 2013 and 2012 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on 31st March 2016, 30th December 2015 and for the years ended on 31st March, 2015, 2014, 2013, 2012, annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the “**Restated Summary Statements**” or “**Restated Financial Statements**”). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in SME Platform of BSE Limited.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Part I of Chapter III to the Companies Act, 2013 (“**Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - (iii) The terms of reference to our engagements with the Company letter dated 10th January 2016 requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE (“**IPO**” or “**SME IPO**”); and
 - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial year ended on 31st March 2016, 30th December 2015, 31st March 2015, 2014, 2013 and 2012 which has been approved by the Board of Directors.
4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The “**Statement of Assets and Liabilities as Restated**” as set out in **Annexure I** to this report, of the Company as at 31st March 2016, 30th December 2015, 31st March, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These

Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully

- (ii) Described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - (iii) The “**Statement of Profit and Loss as Restated**” as set out in **Annexure II** to this report, of the Company for the period ended 31st March 2016, 30th December 2015 and for the years ended 31st March, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - (iv) The ” **Statement of Cash Flow as Restated**” as set out in **Annexure III** to this report, of the Company for the period ended 31st March 2016, 30th December 2015 and for the years ended 31st March, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
 - a) Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period/year ended on 31st March 2016, 30th December 2015, 31st March, 2015, 2014, 2013, and 2012 which would require adjustments in this Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this report.
 6. Audit for the period / financial year ended on 31st March 2016, 30th December 2015, 31st March, 2015, 2014, 2013 and 2012 was conducted by M/s. Nenawati and associates (Chartered Accountants) and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us.
 7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and

annexed to this report relating to the Company for the financial period/year ended on 31st March 2016, 30th December 2015, 31st March, 2015, 2014, 2013 and 2012 proposed to be included in the Draft Prospectus/Prospectus (“**Offer Document**”).

Annexure of Restated Financial Statements of the Company:-

- Significant Accounting Policies and Notes to Accounts as restated in Annexure IV;
- Reconciliation of Restated Profit as appearing in Annexure V to this report.
- Details of Share Capital as Restated as appearing in Annexure VI to this report;
- Details of Reserves and Surplus as Restated as appearing in Annexure VII to this report;
- Details of Long Term Borrowings as Restated as appearing in Annexure VIII to this report;
- Nature of Security and Terms of Repayment for Long term Borrowings as appearing in Annexure IX to this report
- Details of Deferred Tax Liabilities (Net) as Restated as appearing in Annexure X to this report;
- Details of Long Term Provisions as Restated as appearing in Annexure XI to this report;
- Details of Short Term Borrowings as Restated as appearing in Annexure XII to this report;
- Nature of Security and Terms of Repayment for Short term Borrowings as appearing in Annexure XIII to this report
- Details of Trade Payables as Restated as appearing in Annexure XIV to this report;
- Details of Other Current Liabilities as Restated as appearing in Annexure XV to this report;
- Details of Short Term Provisions as Restated as appearing in Annexure XVI to this report;
- Details of Fixed Assets as Restated as appearing in Annexure XVII to this report;
- Details of Long Term Loans & Advances as Restated as appearing in Annexure XVIII to this report;
- Details of Other Non Current Assets as appearing in Annexure XIX to this report;
- Details of Inventories as Restated as appearing in Annexure XX to this report;
- Details of Trade Receivables as Restated enclosed as Annexure XXI to this report;
- Details of Cash and Cash Equivalents as Restated enclosed as Annexure XXII to this report;
- Details of Short Term Loans & Advances as Restated as appearing in Annexure XXIII to this report;
- Details of Other Non Current Assets as appearing in Annexure XXIV to this report;
- Details of Contingent Liabilities and Commitments as restated as appearing in Annexure XXV to this report;
- Details of Revenue from operations as Restated as appearing in Annexure XXVI to this report;
- Details of Other Income as Restated as appearing in Annexure XXVII to this report;
- Details of Cost of Material Consumed as Restated as appearing in Annexure XXVIII to this report;
- Details of Changes in Inventories as Restated as appearing in Annexure XXIX to this report;
- Details of Employee Benefit Expenses as Restated as appearing in Annexure XXX to this report;
- Details of Finance Cost as Restated as appearing in Annexure XXXI to this report;
- Details of Depreciation and Amortisation as Restated as appearing in Annexure XXXII to this report;
- Details of Other expenses as Restated as appearing in Annexure XXXIII to this report;
- Details of Related Parties Transactions as Restated as appearing in Annexure XXXIV to this report;
- Details of Summary of Accounting Ratios as Restated as appearing in Annexure XXXV to

- this report
- Capitalization Statement as Restated as at 31st March 2016 as appearing in Annexure XXXVI to this report;
 - Statement of Tax Shelters as Restated as appearing in Annexure XXXVII to this report;
 - Segment Reporting as Restated as appearing in Annexure XXXVIII to this report.
8. We, Doshi Maru & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
 9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
 10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
 11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 12. In our opinion, the above financial information contained in Annexure I to XXXVIII of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
 13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For Doshi Maru & Associates
Chartered Accountants

Shashank P. Doshi
Partner
FRN No. 0112187W
Membership No. 108456
Place : Jamnagar
Date : May 23, 2016

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

Annexure -I
(Rs. In Lakhs)

Particulars		As At 31st March 2012	As At 31st March 2013	As At 31st March 2014	As At 31st March 2015	As at 30th Decemb er 2015	As at 31st March 2016
I.	EQUITY AND LIABILITIES						
1)	Shareholders' funds						
	(a) Share capital	37.84	301.41	575.89	1,017.68	201.51	901.51
	(b) Reserves and surplus	(8.42)	(8.91)	(26.56)	(111.78)	(189.09)	(88.77)
2	Non-current liabilities						
	(a) Long-term borrowings	10.31	174.13	731.32	798.00	1,376.61	552.13
	(b) Long-term Provisions	-	-	-	-	1.28	1.58
3	Current liabilities						
	(a) Short-term borrowings	-	269.24	232.65	256.47	251.15	239.64
	(b) Trade payables	-	34.57	73.79	221.09	186.84	136.37
	(c) Other current liabilities	-	180.65	185.95	110.01	132.91	152.60
	(d) Short-term provisions	-	-	-	-	-	0.03
	TOTAL	39.73	951.08	1,773.04	2,291.46	1,961.22	1,895.10
II	ASSETS						
1	Non-current assets						
	(a) Fixed assets						
	(i) Tangible assets	12.41	12.41	420.19	1,383.76	1,396.18	1,403.54
	(iv) Capital Work in Progress	-	779.02	886.16	-	-	-
	Less: Accumulated Depreciation	(2.42)	(3.10)	(43.18)	(210.18)	(343.58)	(389.25)
	Net Block	9.99	788.33	1,263.17	1,173.57	1,052.60	1,014.29
	(b) Deferred Tax Assets (Net)	3.61	3.82	11.70	43.46	74.56	92.31
	(c) Long-term loans and advances	-	45.50	53.75	23.06	25.81	26.55
	(d) Other Non Current Assets	-	34.83	-	-	-	-
2	Current assets						
	(a) Current Investments	-	-	-	-	-	-
	(b) Inventories	-	-	269.81	335.17	433.35	224.12
	(c) Trade receivables	-	-	97.36	618.97	237.98	432.36
	(d) Cash and cash equivalents	3.90	19.61	1.38	0.58	0.37	0.94
	(e) Short-term loans and	22.23	58.56	75.06	96.27	136.19	104.12

Particulars			As At 31st March 2012	As At 31st March 2013	As At 31st March 2014	As At 31st March 2015	As at 30th Decemb er 2015	As at 31st March 2016
		advances						
	(f)	Other Current Assets	-	0.43	0.81	0.37	0.35	0.41
	TOTAL		39.73	951.08	1,773.04	2,291.46	1,961.22	1,895.10

The status of the Company upto December 30, 2015 was partnership firm and accordingly share capital disclosed for period ended December 30 2015 and earlier represent total of balance in Partner's Capital Account as restated on the respective dates.

STATEMENT OF PROFIT AND LOSS AS RESTATED

Annexure - II
(Rs. In Lakhs)

Particulars	Refer No	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the period ended 31 March 2016
INCOME							
I. Revenue from operations	22	50.49	-	252.43	1,453.92	1,145.17	508.89
II. Other income	23	-	0.48	5.77	5.08	5.21	2.35
III. Total Revenue (I + II)		50.49	0.48	258.20	1,459.00	1,150.38	511.25
IV. Expenses:							
Cost of materials consumed	24	-	-	272.35	1,046.91	989.29	337.87
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	26	45.04	-	(130.20)	50.36	(101.43)	82.53
Employee benefits expense	27		0.50	30.16	40.10	33.46	25.63
Finance costs	28	0.04		24.39	124.22	81.75	33.93
Depreciation and amortization expense	29	0.98	0.68	40.09	167.00	133.40	45.66
Other expenses	30	0.02		46.37	147.38	122.32	43.05
Total expenses		46.09	1.18	283.15	1,575.98	1,258.79	568.68
V. Profit before exceptional and extraordinary items and tax (III-IV)		4.41	(0.70)	(24.95)	(116.98)	(108.41)	(57.43)
VI. Exceptional Items	31						
VII. Profit before extraordinary items and tax (V-VI)		4.41	(0.70)	(24.95)	(116.98)	(108.41)	(57.43)
VIII. Extraordinary items	32			0.58			
IX. Profit before tax (VII-VIII)		4.41	(0.70)	(25.53)	(116.98)	(108.41)	(57.43)
X. Tax expense:							
(1) Current tax		0.84					
(2) Deferred tax		(3.61)	(0.22)	(7.88)	(31.76)	(31.10)	(17.75)
(3) Less :- MAT Credit Entitlement		(0.84)					
XI. Profit/(loss) for the period from Continuing operations (IX-X)		8.01	(0.49)	(17.65)	(85.22)	(77.30)	(39.68)
XII. Profit (Loss) for the period (XI + XII)		8.01	(0.49)	(17.65)	(85.22)	(77.30)	(39.68)

STATEMENT OF CASH FLOW AS RESTATED

Annexure III (Rs. In Lakhs)

Particulars	For the period ending on 31.03.12		For the period ending on 31.03.13		For the period ending on 31.03.14		For the period ending on 31.03.15		For the period ending on 30.12.15		For the period ending on 31.03.16	
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
Cash flow from Operating Activities												
Net Profit Before tax as per Statement of Profit & Loss	-	4.41	-	(0.70)	-	(25.53)	-	(116.98)	-	(108.41)	-	(57.43)
Adjustments for :	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation & Amortisation Exp.	0.98	-	0.68	-	40.09	-	167.00	-	133.40	-	45.66	-
Provision for Gratuity	-	-	-	-	-	-	-	-	1.28	-	0.33	-
Interest Income	-	-	(0.48)	-	(4.39)	-	(4.39)	-	(1.10)	-	(0.87)	-
Finance Cost	0.04	1.02	-	0.20	24.39	60.09	124.22	286.83	81.75	215.33	33.93	79.05
Operating Profit before working capital changes	-	5.43	-	(0.50)	-	34.56	-	169.85	-	106.92	-	21.62
Changes in Working Capital	-	-	-	-	-	-	-	-	-	-	-	-
Trade receivable	-	-	-	-	(97.36)	-	(521.61)	-	380.99	-	(194.38)	-
Other Loans and advances receivable	(7.00)	-	(36.76)	-	(16.88)	-	(20.78)	-	(39.90)	-	32.01	-
Inventories	45.04	-	-	-	(269.81)	-	(65.37)	-	(98.17)	-	209.22	-
Trade Payables	(4.93)	-	34.57	-	39.22	-	147.30	-	(34.25)	-	(50.47)	-

Particulars	For the period ending on 31.03.12		For the period ending on 31.03.13		For the period ending on 31.03.14		For the period ending on 31.03.15		For the period ending on 30.12.15		For the period ending on 31.03.16	
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
Other Current Liabilities	(0.83)	-	180.65	-	5.30	-	(75.94)	-	22.90	-	19.69	-
	-	32.28	-	178.46	-	(339.53)	-	(536.39)	-	231.58	-	16.08
	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow from Operation	-	37.71	-	177.96	-	(304.97)	-	(366.54)	-	338.49	-	37.70
	-	-	-	-	-	-	-	-	-	-	-	-
Less : Income Tax paid	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow from Operating Activities (A)	-	37.71	-	177.96	-	(304.97)	-	(366.54)	-	338.49	-	37.70
	-	-	-	-	-	-	-	-	-	-	-	-
<u>Cash flow from investing Activities</u>												
	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets	-	-	(779.02)	-	(514.92)	-	(77.40)	-	(12.43)	-	(7.35)	-
Movement in Other Non Current Assets	-	-	(34.83)	-	34.83	-	-	-	-	-	-	-
Movement in Loan & Advances	-	-	(45.50)	-	(8.25)	-	30.69	-	(2.75)	-	(0.74)	-
Interest Income	-	-	0.48	-	4.39	-	4.39	-	1.10	-	0.87	-
	-	-	-	(858.88)	-	(483.95)	-	(42.32)	-	(14.08)	-	(7.22)

Particulars	For the period ending on 31.03.12		For the period ending on 31.03.13		For the period ending on 31.03.14		For the period ending on 31.03.15		For the period ending on 30.12.15		For the period ending on 31.03.16	
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow from Investing Activities (B)	-	-	-	(858.88)	-	(483.95)	-	(42.32)	-	(14.08)	-	(7.22)
	-	-	-	-	-	-	-	-	-	-	-	-
<u>Cash Flow From Financing Activities</u>												
Proceeds From Issue of shares capital	(38.49)	-	263.57	-	274.49	-	441.79	-	(816.17)	-	840.00	-
Proceeds From long Term Borrowing (Net)	3.60	-	163.82	-	557.19	-	66.68	-	578.61	-	(824.48)	-
Short Term Borrowing (Net)	-	-	269.24	-	(36.59)	-	23.81	-	(5.31)	-	(11.51)	-
Interest Paid	(0.04)	-	-	-	(24.39)	-	(124.22)	-	(81.75)	-	(33.93)	-
Dividend paid (Including DDT)	-	(34.94)	-	696.63	-	770.69	-	408.06	-	(324.63)	-	(29.91)
	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow from Financing Activities (C)	-	(34.94)	-	696.63	-	770.69	-	408.06	-	(324.63)	-	(29.91)
	-	-	-	-	-	-	-	-	-	-	-	-
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	-	2.77	-	15.71	-	(18.23)	-	(0.80)	-	(0.21)	-	0.57

Particulars	For the period ending on 31.03.12		For the period ending on 31.03.13		For the period ending on 31.03.14		For the period ending on 31.03.15		For the period ending on 30.12.15		For the period ending on 31.03.16	
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
Opening Cash & Cash Equivalents	-	1.12	-	3.90	-	19.61	-	1.38	-	0.58	-	0.37
	-	-	-	-	-	-	-	-	-	-	-	-
Cash and cash equivalents at the end of the period	-	3.90	-	19.61	-	1.38	-	0.58	-	0.37	-	0.94
	-	-	-	-	-	-	-	-	-	-	-	-
Cash And Cash Equivalents Comprise :	-	-	-	-	-	-	-	-	-	-	-	-
Cash	-	3.84	-	0.26	-	1.22	-	0.45	-	0.16	-	0.80
Bank Balance :	-	-	-	-	-	-	-	-	-	-	-	-
Current Account	-	0.06	-	19.35	-	0.16	-	0.13	-	0.21	-	0.14
Total	-	3.90	-	19.61	-	1.38	-	0.58	-	0.37	-	0.94

NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

Annexure IV

Material changes and regrouping in the Restated Accounting Policies:

❖ **BACKGROUND :-**

Shiva Granito Export Limited was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007. The constitution and capital of the partnership firm was changed pursuant to supplementary agreement modifying the partnership deeds dated October 11, 2008, April 1, 2015 and November 3, 2015. M/s Shiva Export Co. was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015.

The Company is engaged in manufacturing of God & Goddess Statues/ deities resins, Quartz Slab and Quartz Powder.

1) Regrouping

- ❖ The restated financial statements including financial information have been reworked, regrouped, and reclassified wherever considered appropriate to comply with the requirements of the Accounting Standards and provisions of the Companies Act 2013. As result of these regroupings and adjustments, the amount reported in restated financial statements/ information may not be necessarily same as those appearing in the respective audited financial statements for the relevant period/years.
- ❖ The status of the company up to December 30, 2015 was partnership firm. For the purpose of Restated Financial Statements, the accounts of the partnership firm for the year ended on March 31 2012, 2013, 2014, 2015 and for the period ended on December 30, 2015 have been recast in accordance with the requirements of Schedule III of the Companies Act, 2013.

2) Depreciation

- ❖ In Restated Financial Statements, depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on single shift for the year ending on March 31, 2012, 2013, 2014, 2015 and for the period ending on December 30, 2015 and March 31, 2016 ,while in the audited financial statements depreciation is provided as per the Income Tax Act till December 30, 2015 and as per Schedule II of the Companies Act 2013 after the firm is converted in to the company on December 31, 2015 by the process of conversion under Part I of chapter XXI of Companies Act, 2013.

3) Share Capital

- ❖ As the status of the company prior to December 30, 2015 is partnership firm, Share Capital disclosed in the restated financial statements for these years represents Partners' Capital in the partnership firm.

4) Preliminary Expenses

- ❖ Preliminary expenses are written off in the year in which it is incurred in the restated financial statements, while it is written off in 5 consecutive years in the audited financial statements as per the provisions of the Income Tax Act, 1961 till the date of conversion of firm in to company.

5) Long Term Borrowings

- ❖ The current maturities of the Secured & long Term Borrowings have been reclassified Current maturities of Long Term Debt (which is shown in Other Current Liabilities) in the restated financial statements, while it is not bifurcated in the audited financial statements till the date of conversion of Partnership firm in to company and shown as Long Term Borrowings for those years.

6) Deferred Tax

- ❖ Provision for Deferred Tax asset/ liabilities has been made out in the restated financial statements as per Accounting Standard (AS) 22- 'Deferred Tax liabilities'. As the status of the company till December 30, 2015 is partnership firm, there is no provision made for the same till that date.

7) Employee Benefit Expenses

- ❖ During the period December 31, 2016 to March 31, 2016, the Company adopted the Accounting Standard (AS)-15 "Employee Benefits" applicable for accounting periods commencing on or after April 1, 2011. The cumulative effect of this change was recorded in the year ended March 31 2016. Accordingly, Employees' Remuneration and Benefits have been recomputed for the year/period ended December 30, 2015 and March 31, 2016 in the Restated Financial Information. Provision for Gratuity which was not created as per actuarial valuation has now been restated and the effect has also been given to gratuity expense in the Profit & Loss Account, Balance Sheet and Deferred Tax Asset / Liability Account as on December 30, 2015 and March 31, 2016 and previous year profit and loss accounts is overstated by provisions required to be made in the accounts.

8) Others

- ❖ The restated financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2013), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014), while the audited financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) till the company is the partnership firm and also as per the requirements of the Companies Act after it is converted in to the Company.
- ❖ The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets & Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized in both the restated financial statements and audited financial statements.

Restated Significant accounting policies and notes on Accounts:

Basis of preparation of financial statements-

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets & Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized.

a. Use of Estimates

The preparation and presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

b. Valuation of Inventory :-

Raw Material	: At Lower of Cost or Net realizable value.
Semi-finished goods	: At estimated cost.
Finished goods	: At Lower of Cost or Net Realizable Value

c. Cash Flow Statement :-

Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

d. Contingencies and Events Occurring After the Balance Sheet Date :-

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected where ever required.

e. Net Profit or loss for the period, prior period items and changes in accounting policies

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

f. Depreciation accounting :-

Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on single shift for the year ending on 31st march 2010, 2011, 2012, 2013, 2014, 2015 and for the period ending on 30th December 2015 and 31st March 2016 and Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the period/year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

g. Revenue Recognition :-

Sale of goods is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

Dividend from investments in shares / units is recognized when the company receives it, if any.

Other items of Income are accounted as and when the right to receive arises.

h. Accounting for Fixed Assets :-

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses, if any. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

Assets under erection/installation are shown as “Capital Work in Progress”. Expenditure during construction period are shown as “pre operative expenses” to be capitalized on completion of erection/ installations of the assets.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a written down value basis over their estimated useful lives.

i. Accounting for effects of changes in foreign exchange rates :-

- i. All transactions in foreign currency are recorded at the rates of exchange prevailing at the date of transaction. Any gain/ loss on account of the fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- ii. Monetary items in the form of Loans, Current Assets and Current Liabilities in foreign currencies outstanding at the close of the year are converted in Indian currency at the appropriate rates of exchange prevailing on the date of Balance Sheet. Resultant gain or loss on account of the fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- iii. In respect of Forward Exchange contracts entered into to hedge foreign currency risks, the difference between the forward rate and the exchange rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange differences arising on such contracts are recognized as income or assets/liabilities.

j. Accounting for Government Grants :-

Capital subsidiary receivable specific to fixed assets is treated as per accounting standard 12 and other revenue grants is recorded as revenue items.

k. Accounting for Investments :-

Investments are classified in Long-term and Short-term. Long term Investments are valued at cost. Provision is also made to recognize any diminution other than temporary in the value of such investments. Short term investments are carried at lower of cost and fair value.

l. Employees Retirement Benefit Plan :-

a. Provident Fund :-

Provident fund is a defined contribution scheme as the company pays fixed contribution at pre-determined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

b. Leave Encashment :-

The Management has decided to apply pay-as-you-go method for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

c. Provision for Gratuity :-

The Management has decided to apply Projected Unit Credit (PUC) method of gratuity provision. So gratuity will be accounted in the Profit & Loss A/c in each financial year accordingly. It has also sought actuarial valuation of the same as per provisions laid down in AS – 15. The cumulative effect thereof is given in the year ended on 31st March 2016.

m. Borrowing Cost :-

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

n. Segment Reporting :-

▪ **Business Segment :**

The company has disclosed business segment in Annexure 38 as the primary segment taking into account the type of products, the differing risk return and the internal reporting system. The various segments identified by the company comprised as under:

Name of Segment Comprised of-

- Manufacturing of God & Goddess Statues
- Manufacturing of Quartz Slab, powder & Resin

(ii) Segment Revenue, segment results, segment assets and segment liabilities including directly identified with the segment and also an allocation on reasonable basis of amount not directly identified. The expenses which are not directly relatable to the business segment, are shown as unallocated corporate cost. The assets and the liability that cannot be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.

▪ **Geographical Segment:**

The Company has identified Geographical Segments as a secondary segment.

o. Related Party Disclosure :-

The Disclosures of Transaction with the related parties as defined in the Accounting Standard are given in ANNEXURE XXXI.

p. Accounting for Leases :-

The Company has not entered into any lease agreements during the years/period.

q. Earnings Per Share :-

Disclosure is made in the Annexure XXXII as per the requirements of the Accounting Standard - 20.

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

r. Accounting for Taxes on Income :-

Current Tax :-

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Taxes :-

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

1. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
 2. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.
- s. Discontinuing Operations :-**
During the years/period, the company has not discontinued any of its operations.
- t. Provisions Contingent liabilities and contingent assets :-**
- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
 - Contingent Liabilities are not recognized but are disclosed in the Annexure XXII.
 - Contingent Assets are neither recognized nor disclosed in the financial statements.
 - Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.
- u. Changes in Accounting Policies in the period/ years covered in the restated financials :-**
There are no changes in significant accounting policies for the period/ years covered in the restated financials.
- v. Notes on accounts as restated**
- ❖ The financial statements including financial information have been reworked, regrouped, and reclassified wherever considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in financial statements/ information may not be necessarily same as those appearing in the respective audited financial statements for the relevant period/years.
 - ❖ Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
 - ❖ The current maturities of the Secured long Term Borrowings have been correctly reclassified Current maturities of Long Term Debt (which is shown in other Current Liabilities) and Long Term Borrowings.
The conversion of Unsecured loan of Rs. 8,40,00,000/- into Share capital is done on 31.03.2016 and procedures at the ROC regarding the uploading of forms has also been completed.
 - ❖ During the period ended 31 March 2016, the Company adopted the Accounting Standard (AS)-15 “Employee Benefits” applicable for accounting periods commencing on or after 1st April 2011. However, the Company adopted the standard with effect from 1st April 2015. The cumulative effect of this change was recorded in the year ended 31st March 2016. Accordingly, Employees’ Remuneration and Benefits have been recomputed for the year/period ended 30 December 2015 and 31 March 2016 in the Restated Financial Information. Provision for Gratuity which was not created as per actuarial valuation has now been restated and the effect has also been given to gratuity expense in the profit & loss a/c, Balance Sheet and Deferred Tax Asset / Liability Account as on 30.12.2015 and 31.03.2016 and previous year profit and loss accounts is Overstated by provisions required to be made in the accounts.
 - ❖ **Employee Benefits:**

The Company has adopted the Accounting Standard 15 (rev) on Employee Benefits as per actuarial valuation carried out by independent actuary. Company has decided to go into the valuation. The disclosures as envisaged under the standard are as under:-

(Rs. In Lakhs)	
Particulars	Gratuity (Unfunded) 31/03/16
(i) Reconciliation of Opening and Closing Balances of the present value of Defined Benefit Obligation:	
Opening Defined Benefit Obligation on 01/01/2016	1.28
Service cost for the period	0.25
Interest cost for the period	0.02
Actuarial Losses (Gains)	0.06
Benefits Paid	-
Closing Defined Benefit Obligation on 31/03/2016	1.61
(ii) Reconciliation of Opening and Closing Balances of fair value of plan assets:	
Not Applicable as Scheme is unfunded.	
(iii) Expenses recognized during the year in the statement of Profit & Loss :	
Current Service cost	0.25
Interest cost	0.02
Actuarial Losses (Gains)	0.06
Total	0.33
(iv) Actuarial Assumptions:	
Mortality Table	IALM (2006-08) Ult.
Superannuation Age	60.00
Discount Rate (per annum)	7.70%
Rate of Escalation in salary (per annum)	7.00%
(v) The above information is certified by the actuary.	

Reconciliation of Restated profit:

Annexure – V
(Rs. In Lakhs)

	Year ended on March 31,2012	Year ended on March 31,2013	Year ended on March 31,2014	Year ended on March 31,2015	Period ended December 30, 2015	Period ended March 31, 2016
<u>Adjustments for:</u>						

Net profit/ (Loss) after Tax as per Audited Profit & Loss Account	4.79	(0.02)	(37.48)	50.02	34.25	(63.47)
Adjustments for:	-	-	-	-	-	-
Provision for Gratuity	-	-	-	-	1.28	0.33
Preliminary Expenses Written off	-	-	-	-	7.98	2.27
Depreciation	0.38	0.68	(11.95)	167.00	133.40	(0.60)
Deferred Tax Liability / Asset Adjustment	(3.61)	(0.22)	(7.88)	(31.76)	(31.10)	(25.79)
Net Profit/ (Loss) After Tax as Restated	8.01	(0.49)	(17.65)	(85.22)	(77.30)	(39.68)

DETAILS OF SHARE CAPITAL AS RESTATED

Annexure VI
(Rs. In Lakhs)

Share Capital	As at 31st March 2012	As at 31st March 2013	As at 31st March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016	
	Amt. Rs.	Amt. Rs.	Amt. Rs.	Amt. Rs.	Amt. Rs.	Number	Amt. Rs.
Authorised							
Equity Shares of Rs.10 each	-	-	-	-	-	1,40,00,000	1,400.00
Issued							
Equity Shares of Rs.10 each	-	-	-	-	-	90,15,050	901.51
Subscribed & Paid up							
Equity Shares of Rs.10 each fully paid up	-	-	-	-	-	90,15,050	901.51
Capital Account	37.84	301.41	575.89	1,017.68	201.51	-	-
Total	37.84	301.41	575.89	1,017.68	201.51	90.15	901.51

Particulars	Equity Shares	Equity Shares	Equity Shares	Equity Shares	Equity Shares	Equity Shares	
	Amt. Rs.	Amt. Rs.	Amt. Rs.	Amt. Rs.	Amt. Rs.	Number	Amt. Rs.

Shares outstanding at the beginning of the year	-	-	-	-	-	-	-
Shares Issued during the year	-	-	-	-	-	90,15,050.00	901.51
Shares bought back during the year	-	-	-	-	-	-	-
Shares outstanding at the end of the year	-	-	-	-	-	90,15,050.00	901.51

Name of Shareholder	As at 31st March 2012	As at 31st March 2013	As at 31st March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016	
	% of Holding	% of Holding	% of Holding	% of Holding	% of Holding	No. of Shares held	% of Holding
Suresh Upadhyay	N.A.	N.A.	N.A.	N.A.	N.A.	77,47,671.00	86%
Abhisek Enterprise	N.A.	N.A.	N.A.	N.A.	N.A.	8,75,010.00	10%

RESERVE AND SURPLUS AS RESTATED

Annexure VII (Rs. In Lakhs)

Particulars	As at 31st March 2012	As at 31st March 2013	As at 31st March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
A. Securities Premium Account						
Opening Balance	-	-	-	-	-	-
Add : Securities premium credited on Share issue	-	-	-	-	-	140.00
Closing Balance	-	-	-	-	-	140.00
B. Surplus						
Opening balance	(16.4)	(8.42)	(8.91)	(26.56)	(111.78)	(189.0)

Particulars	As at 31 March 2012	As at 31st March 2013	As at 31st March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
	4)					9)
(+) Net Profit/(Net Loss) For the current year	8.01	(0.49)	(17.65)	(85.22)	(77.30)	(39.68)
Closing Balance	(8.42)	(8.91)	(26.56)	(111.78)	(189.09)	(228.77)
Total	(8.42)	(8.91)	(26.56)	(111.78)	(189.09)	(88.77)

LONG TERM BORROWINGS AS RESTATED

Annexure VIII (Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31 March 2015	As at 30th December 2015	As at 31st March 2016
<u>Secured</u>						
(a) Term loans						
From Financial Institutions						
SIDBI Loan I	-	-	226.85	276.00	243.00	238.51
SIDBI Loan II	-	-	295.42	347.00	306.00	299.92
Sub-total (a)	-	-	522.27	623.00	549.00	538.44
<u>Unsecured</u>						
(a) Loans & Advances from Promoters/Promotor Group/Group Companies						
From Promoters	-	-	-	-	652.50	4.49
From Promotor Group	10.31	60.00	60.15	1.15	1.19	1.19
From Group Companies	-	114.13	148.90	173.85	173.92	8.02
(b) Loans & Advances from Others	-	-	-	-	-	-
Sub-total (b)	10.31	174.13	209.05	175.00	827.61	13.70
Total	10.31	174.13	731.32	798.00	1,376.61	552.13

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS

Annexure IX (Rs. In Lakhs)

Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Amount outstanding as at January 10,2016	Rate of interest (%)	Repayment terms	Security/Principal terms and conditions
1	SIDBI Term Loan I	Term Loan of Rs. 410.00 Lakhs	4-Jan-2013	283.50 Lakhs	PLR being 12.75% p.a.	Payable in 84 monthly instalments commencing from moratorium of 18 months from January 2013.	First Pari Passu by way of equitable mortgage of all the immovable assets owned by the borrower and an immovable asset owned by Shiva Explosives India Pvt. Ltd. Situated at Plot No. 1199/11/1, Village Vana, Via Udaipur, Dabok Road, Udaipur and also All other moable assets owned by the borrower. It is also collateraly secured by all immovable property held at Araji No. 1199/33, 1199/34,1199/21/1, 1199/12/1 situated at Vana, Udaipur owned by Shiva Explosives India Pvt. Ltd. It is also secured against FDR of Rs. 56.00 Lakhs held with SIDBI.
2	SIDBI Term Loan II	Term Loan of Rs. 325.00 Lakhs	4-Jan-2013	356.00 Lakhs	PLR plus 0.50% being 13.25% p.a.	Payable in 84 monthly instalments commencing from moratorium of 18 months from January 2013.	

Deferred Tax Liabilities (Net) AS RESTATED

Annexure X (Rs. In Lakhs)

Particulars	As on 31.03.2012	As on 31.03.2013	As on 31.03.2014	As on 31.03.2015	As on 30.12.2015	As on 31.03.2016
WDV as per book	9.99	9.31	377.01	1,173.57	1,052.60	1,014.29
WDV as per IT	11.07	11.07	330.76	1,123.71	1,016.73	985.75
Time Difference	(1.08)	(1.76)	46.25	49.86	35.87	28.54
Provision of Gratuity	-	-	-	-	(1.28)	(1.61)
Carried Forward Loss	(10.59)	(10.61)	(84.12)	(190.50)	(275.89)	(325.65)
Total	(11.67)	(12.37)	(37.86)	(140.64)	(241.30)	(298.72)
As per B/S (Liability/(Asset))	(3.61)	(3.82)	(11.70)	(43.46)	(74.56)	(92.31)
Transfer to P & L A/c (Loss/(Profit))	(3.61)	(0.22)	(7.88)	(31.76)	(31.10)	(17.75)

LONG TERM PROVISIONS AS RESTATED

Annexure XI (Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
(a) Provision for Employee Benefits						
(b) Provision for Gratuity					1.28	1.58
Total	-	-	-	-	1.28	1.58

SHORT TERM BORROWINGS AS RESTATED

Annexure XII (Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
Secured						
(a) Working Capital Loans from banks						
SIDBI	-	269.24	-	-	-	-
Bank of Baroda CC	-	-	232.65	256.47	251.15	239.64
	-	269.24	232.65	256.47	251.15	239.64
Total	-	269.24	232.65	256.47	251.15	239.64

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR SHORT TERM BORROWINGS AS RESTATED

Annexure XIII (Rs. In Lakhs)

(C. in Rupees)							
Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Loan	Amount outstanding as at January 10,2016	Charges for facility	Security / Principal terms and conditions
1	Bank of Baroda	Cash Credit of Rs. 250.00 Lakhs	5-Oct-2013	Working Capital Loan	232.68 Lakhss	Interest at 2.90% above Base Rate.	First pari passu charge by way of hypothecation of all present & future current assets inclusive of all stock & book debts. The loans were guaranteed by the personal guarantee of directors, 75% Shareholders and collateral security owners to be on record. It is also collateraly secured by all immovable property held Plot No. 9, 10, 11, 12, Rajsva Gram devali, Udaipur belonging to Mr. Suresh Upadhyay and land of Khasra No. 571, 575, 579, 584, 585 & 610 at village Udaipura and other immovable properties held at Araj No. 1199/33, 1199/34,1199/21/1, 1199/12/1 situated at Vana, Udaipur owned by Shiva Explosives India Pvt. Ltd.
		Import LC of Rs. 150.00 Lakhs	5-Oct-2013			Commission is charged as per Bank Guidelines.	
		Forward Contract of Rs. 7.50 Lakhs	5-Oct-2013				

TRADE PAYABLES AS RESTATED

Annexure XIV (Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
(a) Micro, Small and Medium Enterprise	-	-	-	-	-	-
(b) Others	-	34.57	73.79	221.09	186.84	136.37
Total	-	34.57	73.79	221.09	186.84	136.37

OTHER CURRENT LIABILITIES AS RESTATED

Annexure XV (Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
(i) Current maturities of Long Term Debt						
(i.e. Term Liability classified as current)						
SIDBI Loan I	-	-	20.00	29.00	40.50	45.00
SIDBI Loan II	-	-	27.50	35.50	50.00	56.00
(ii) Statutory Remittance						
(i) VAT Payable (Penalty)	-	-	-	6.00	-	-
(ii) VAT Payable	-	-	-	-	-	-
(iii) TDS Payable	-	-	-	-	0.03	0.05
(iii) Advanced from Customer	-	-	-	12.33	32.98	43.78
(iv) Other Payables (Specify Nature)	-	180.65	138.45	27.17	9.40	7.77
Total	-	180.65	185.95	110.01	132.91	152.60

SHORT TERM PROVISIONS AS RESTATED

Annexure XVI (Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
Provision For						
(a) Employee benefits						
Gratuity						0.03
Total	-	-	-	-	-	0.03

FIXED ASSETS AS RESTATED

Annexure XVII (Rs. In Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 April 2011	Additions	Disposals	Balance as at 31 March 2012	Balance as at 1 April 2011	Depreciation charge for the year	On disposals	Balance as at 31 March 2012	Balance as at 1 April 2012	Balance as at 31 March 2011
Tangible Assets										
Land	7.75	-	-	7.75	-	-	-	-	7.75	7.75
Buildings	-	-	-	-	-	-	-	-	-	-
Plant and Machinery	0.31	-	-	0.31	0.06	0.05	-	0.10	0.21	0.26
Furniture and Fixtures	0.04	-	-	0.04	0.01	0.01	-	0.02	0.02	0.03
Vehicles	4.23	-	-	4.23	1.32	0.91	-	2.23	2.00	2.91
Computer	0.08	-	-	0.08	0.05	0.02	-	0.07	0.01	0.03
Total	12.41	-	-	12.41	1.44	0.98	-	2.42	9.99	10.97

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 April 2012	Additions	Disposals	Balance as at 31 March 2013	Balance as at 1 April 2012	Depreciation charge for the year	On disposals	Balance as at 31 March 2013	Balance as at 1 April 2013	Balance as at 31 March 2012
Tangible Assets										
Land	7.75	-	-	7.75	-	-	-	-	7.75	7.75
Buildings	-	-	-	-	-	-	-	-	-	-
Plant and Machinery	0.31	-	-	0.31	0.10	0.04	-	0.14	0.17	0.21
Furniture and Fixtures	0.04	-	-	0.04	0.02	0.01	-	0.02	0.02	0.02
Vehicles	4.23	-	-	4.23	2.23	0.62	-	2.85	1.38	2.00
Computer	0.08	-	-	0.08	0.07	0.01	-	0.08	(0.00)	0.01
Total	12.41	-	-	12.41	2.42	0.68	-	3.10	9.31	9.99
Capital Work in Progress	-			-	-	-	-	-	-	-
Building	-	226.76	-	226.76	-	-	-	-	226.76	-
Plant & Machinery	-	552.26	-	552.26	-	-	-	-	552.26	-
Total	-	779.02	-	779.02	-	-	-	-	779.02	-

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 April 2013	Additions	Disposals	Balance as at 31 March 2014	Balance as at 1 April 2013	Depreciation charge for the year	On disposals	Balance as at 31 March 2014	Balance as at 1 April 2014	Balance as at 31 March 2013
Tangible Assets										
Land	7.75	-	-	7.75	-	-	-	-	7.75	7.75
Buildings	-	170.75	-	170.75	-	10.86	-	10.86	159.90	-
Plant and Machinery	0.31	221.30	-	221.62	0.14	25.46	-	25.60	196.01	0.17
Furniture and Fixtures	0.04	10.63	-	10.67	0.02	1.74	-	1.76	8.90	0.02
Vehicles	4.23	1.11	-	5.34	2.85	0.56	-	3.41	1.93	1.38
Office Equipments	-	1.92	-	1.92	-	0.68	-	0.68	1.24	-
Computers	0.08	2.07	-	2.15	0.08	0.79	-	0.87	1.28	(0.00)
Total	12.41	407.79	-	420.19	3.10	40.09	-	43.18	377.01	9.31
Capital Work in Progress	-	-	-	-	-	-	-	-	-	-
Building	226.76	197.69	(170.75)	253.69	-	-	-	-	253.69	226.76
Plant & Machinery	552.26	301.51	(221.30)	632.47	-	-	-	-	632.47	552.26
	-	-	-	-	-	-	-	-	-	-
Total	779.02	499.19	(392.06)	886.16	-	-	-	-	886.16	779.02

(In Rs. In Lakhs)										
Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 April 2014	Additions	Disposal/Adjustment	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	Deductions	Balance as at 31 March 2015	Balance as at 31 March 2015	Balance as at 31 March 2014
Tangible Assets										
Land	7.75	-	-	7.75	-	-	-	-	7.75	7.75
Buildings	170.75	285.02	-	455.77	10.86	35.52	-	46.37	409.40	159.90
Plant and Machinery	221.62	676.39	-	898.01	25.60	126.79	-	152.39	745.62	196.01
Furniture and Fixtures	10.67	0.52	-	11.18	1.76	2.43	-	4.19	6.99	8.90
Vehicles	5.34	1.29	-	6.63	3.41	0.72	-	4.13	2.50	1.93
Office Equipments	1.92	-	-	1.92	0.68	0.56	-	1.24	0.68	1.24
Computers	2.15	0.35	-	2.49	0.87	0.99	-	1.86	0.64	1.28
Total	420.19	963.56	-	1,383.76	43.18	167.00	-	210.18	1,173.57	377.01
Capital Work in Progress	-	-	-	-	-	-	-	-	-	-
Building	253.69	31.33	(285.02)	-	-	-	-	-	-	253.69
Plant & Machinery	632.47	43.92	(676.39)	-	-	-	-	-	-	632.47
	-	-	-	-	-	-	-	-	-	-
Total	1,306.35	1,038.81	(961.41)	1,383.76	43.18	167.00	-	210.18	1,173.57	1,263.17

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 April 2015	Additions	Disposal/ Adjustment	Balance as at 30 December 2015	Balance as at 1 April 2015	Depreciation charge for the year	Deductions	Balance as at 30 December 2015	Balance as at 30 December 2015	Balance as at 31 March 2015
Tangible Assets										
Land	7.75	-	-	7.75	-	-	-	-	7.75	7.75
Buildings	455.77	-	-	455.77	46.37	29.12	-	75.49	380.28	409.40
Plant and Machinery	898.01	8.11	-	906.11	152.39	101.52	-	253.91	652.21	745.62
Furniture and Fixtures	11.18	0.75	-	11.93	4.19	1.39	-	5.58	6.35	6.99
Vehicles	6.63	-	-	6.63	4.13	0.56	-	4.69	1.95	2.50
Office Equipments	1.92	2.20	-	4.12	1.24	0.35	-	1.59	2.54	0.68
Computers	2.49	1.37	-	3.86	1.86	0.47	-	2.33	1.53	0.64
Total	1,383.76	12.43	-	1,396.18	210.18	133.40	-	343.58	1,052.60	1,173.57

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 30 December 2015	Additions	Disposal/ Adjustment	Balance as at 31 March 2016	Balance as at 30 December 2015	Depreciation charge for the year	Deductions	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 30 December 2015
Tangible Assets										
Land	7.75	-	-	7.75	-	-	-	-	7.75	7.75
Buildings	455.77	-	-	455.77	75.49	9.78	-	85.27	370.51	380.28
Plant and Machinery	906.11	5.86	-	911.97	253.91	34.37	-	288.28	623.69	652.21
Furniture and Fixtures	11.93	0.19	-	12.12	5.58	0.51	-	6.10	6.02	6.35
Vehicles	6.63	-	-	6.63	4.69	0.19	-	4.87	1.76	1.95
Office Equipments	4.12	-	-	4.12	1.59	0.33	-	1.91	2.21	2.54
Computers	3.86	1.31	-	5.17	2.33	0.49	-	2.82	2.35	1.53
Total	13,96,18,417	7,35,331	-	14,03,53,748	3,43,58,374	45,66,371	-	3,89,24,746	10,14,29,001	10,52,60,042

LONG TERM LOANS AND ADVANCES AS RESTATED

Annexure XVIII
(Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
(Unsecured and Considered Good)						
a. long term loans and advances recoverable from Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	-	-	-	-	-	-
b. Security Deposits	-	45.50	53.75	23.06	25.81	26.55
Total	-	45.50	53.75	23.06	25.81	26.55

OTHER NON CURRENT ASSETS AS RESTATED

Annexure XIX
(Rs. In

Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
Preliminary expenses not written off						
Pre-operative & Legal Expenses	-	32.93	-	-	-	-
Electricity Expenses	-	1.80	-	-	-	-
Advertisement Expenses	-	0.10	-	-	-	-
Total	-	34.83	-	-	-	-

INVENTORIES AS RESTATED

Annexure XX
(Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
a. Raw Materials and components	-	-	138.56	253.36	249.93	124.8

						6
(Valued at Lower of Cost or NRV as per FIFO Method)						
b. Work-in-progress	-	-	20.67	37.52	121.97	24.57
(Valued At Estimated Cost)						
c. Finished goods (Valued at Cost or NRV as per FIFO)	-	-	109.53	42.33	59.31	74.17
(Valued At Lower of Cost or NRV)						
d. Stores & Spares	-	-	1.04	1.97	2.14	0.52
(Valued at Lower of Cost or NRV as per FIFO Method)						
Total	-	-	269.81	335.17	433.35	224.12

TRADE RECEIVABLES AS RESTATED

Annexure XXI
(Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
(Unsecured and Considered Good)						
a. From Directors/Promoters/Promoter Group/Associates/Relatives of Directors / Group Companies						
Over Six Months	-	-	-	-	-	-
Others	-	-	-	-	-	-
b. From Others						
Over Six Months	-	-	46.78	87.57	111.28	21.60
Others	-	-	50.58	531.40	126.71	410.76
Total	-	-	97.36	618.97	237.98	432.36

CASH AND CASH EQUIVALENTS AS RESTATED

Annexure XXII
(Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
a. Balances with banks						
Kotak Bank	-	0.04	0.03	0.03	0.02	0.02
Punjab National Bank	0.06	19.31	0.01	0.05	0.08	0.02
Bank of Baroda	-	-	0.06	0.04	0.10	0.09
State Bank of Bikaner & Jaipur	-	-	0.05	-	-	-
Standard Chartered Bank	-	-	0.01	0.01	0.01	0.01
b. Cash on hand*	3.84	0.26	1.22	0.45	0.16	0.80
Total	3.90	19.61	1.38	0.58	0.37	0.94

SHORT TERM LOANS AND ADVANCES AS RESTATED

Annexure XXIII
(Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
(Unsecured and Considered Good)						
a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	-	35.00	35.00	35.00	34.28	34.21
b. Balance with Government Authorities	0.17	1.37	30.44	49.62	75.76	60.28
c. Others (specify nature)						
Advance to Suppliers	22.06	22.06	9.11	11.19	25.51	9.17
Others	-	0.13	0.51	0.45	0.65	0.47
Total	22.23	58.56	75.06	96.27	136.19	104.12

OTHER CURRENT ASSETS AS RESTATED

Annexure XXIV
(Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
(a) Accrued Interest on FD	-	0.43	0.81	0.37	0.35	0.41
Total	-	0.43	0.81	0.37	0.35	0.41

CONTINGENT LIABILITIES AND COMMITMENTS AS RESTATED

Annexure XXV
(Rs. In Lakhs)

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31 March 2014	As at 31st March 2015	As at 30th December 2015	As at 31st March 2016
(a) Contingent Liabilities						
a. Claims against the company not acknowledged as debts						
b. Guarantees	-	-	-	-	-	-
c. Other Money for which the company is contingently liable	-	-	-	-	-	-
(b) Commitments:						
Duty saved under Export Promotion Capital Goods Scheme (To be paid if Export Obligation will not be satisfied)		103.35	103.35	103.35	103.35	103.35
Total	-	103.35	103.35	103.35	103.35	103.35

REVENUE FROM OPERATIONS AS RESTATED

Annexure XXVI
(Rs. In Lakhs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Sale of products	50.49	-	265.72	1,539.55	1,207.56	530.33
Less: Excise duty	-	-	13.29	85.62	62.39	21.44
Total	50.49	-	252.43	1,453.92	1,145.17	508.89

PARTICULARS OF SALE OF PRODUCTS AS RESTATED

**Annexure XXVII
(Rs. In Lakhs)**

Particularsw	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Manufactured Goods						
Resin	-	-	107.54	657.17	671.32	451.79
Quartz Powder	-	-	5.49	22.76	-	-
Quartz Slab	-	-	-	125.90	-	-
God & Goddess Statues/Deities	-	-	139.40	648.09	473.84	57.10
Other	50.49	-	-	-	-	-
Total	50.49	-	252.43	1,453.92	1,145.17	508.89

DETAILS OF OTHER INCOME AS RESTATED

Annexure XXVII (Rs. In Lakhs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016	Nature
Other Income	-	0.48	5.77	5.08	5.21	2.35	
Net Profit Before Tax as Restated	4.41	-0.70	-25.53	-116.98	-108.41	-57.43	
Percentage	0%	-67%	-23%	-4%	-5%	-4%	

Source of Income

Interest Income	-	0.48	4.39	3.91	1.10	0.87	Recurring and not related to business activity.
Duty Drawback	-	-	-	-	1.50	0.93	Recurring and related to business activity.
Foreign Exchange Fluctuation	-	-	-	-	0.65	0.19	Recurring and related to business activity.
Discount	-	-	1.38	1.16	1.96	0.36	Recurring and related to business activity.
Total Other income	-	0.48	5.77	5.08	5.21	2.35	

COST OF MATERIAL CONSUMED AS RESTATED

Annexure XXVIII

(Rs. In Lakhs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Opening Stock Raw Materials	-	-	-	138.56	253.36	249.93
Add:- Purchase of Raw Materials	-	-	410.91	1,161.71	985.87	212.80
Closing Stock of Raw Materials	-	-	138.56	253.36	249.93	124.86
Cost of Raw Material Consumed	-	-	272.35	1,046.91	989.29	337.87

COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Manufacture goods Consumed						
Stryene Monomer & Quartz Powder	-	-	272.35	1,046.91	989.29	337.87
Total	-	-	272.35	1,046.91	989.29	337.87

CHANGES IN INVENTORIES OF FINISHED GOODS , WIP and STOCK -IN-TRADE

Annexure XXIX

(Rs. In Lakhs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Inventories at the end of the year						
Finished Goods	-	-	109.53	42.33	59.31	74.17
Work In Progress	-	-	20.67	37.52	121.97	24.57
Stock-in-Trade	-	-	-	-	-	-

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
<u>Inventories at the beginning of the year</u>						
Finished Goods	45.04	-	-	109.53	42.33	59.31
Work In Progress	-	-	-	20.67	37.52	121.97
Stock-in-Trade	-	-	-	-	-	-
Net(Increase)/decrease	45.04	-	130.20	50.36	-101.43	82.53

EMPLOYEE BENEFITS EXPENSES AS RESTATED

Annexure XXX (Rs. In Lakhs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
(a) Salaries and Wages	-	0.50	30.16	38.08	31.67	25.30
(b) Contributions to Provident Fund & Other Fund	-	-	-	-	-	-
Gratuity Provision	-	-	-	-	1.28	0.33
(c) Staff welfare expenses	-	-	-	2.02	0.51	-
Total	-	0.50	30.16	40.10	33.46	25.63

FINANCE COST AS RESTATED

Annexure XXXI (Rs. In Lakhs)

Finance Cost	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
(a) Interest expense :-						
(i) Borrowings	0.02	-	22.84	123.26	81.27	32.34

Finance Cost	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
(ii) Interest on TDS	-	-	0.04	-	-	-
(ii) Interest on late payment	-	-	-	-	0.06	-
b) Other borrowing costs	0.02	-	1.52	0.96	0.42	1.59
Total	0.04	-	24.39	124.22	81.75	33.93

DEPRECIATION AND AMORTISATION AS RESTATED

Annexure XXXII (Rs. In Lakhs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Depreciation Exp	0.98	0.68	40.09	167.00	133.40	45.66
Total	0.98	0.68	40.09	167.00	133.40	45.66

OTHER EXPENSES AS RESTATED

Annexure XXXIII (Rs. In Lakhs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Manufacturing Expenses	-	-	-	-	-	-
Consumption of stores & spare parts	-	-	3.82	8.93	10.52	4.23
Electric Power & Fuel	-	-	11.29	77.88	62.57	20.29
Packing Material	-	-	2.88	1.14	4.65	0.86
Freight & Forwarding Exp	-	-	6.69	7.67	10.66	4.57
	-	-	-	-	-	-
Selling & Distribution Expenses	-	-	-	-	-	-

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Packing & Forwarding Charges	-	-	0.91	0.49	2.40	2.59
Advertisement Expenses	-	-	0.06	0.24	0.21	0.26
Rate Difference Exp	-	-	-	-	3.23	-
Sales Promotion Expenses	-	-	0.43	-	-	-
	-	-	-	-	-	-
Establishment Expenses	-	-	-	-	-	-
Bad debts	-	-	3.68	-	-	-
Factory Repairing Exp	-	-	0.34	2.84	1.24	0.17
Rates & Taxes	-	-	-	17.76	0.57	-
Payment To auditor	-	-	1.40	1.65	0.25	0.17
Social Welfare Expenses	-	-	4.34	1.20	1.71	0.33
Travelling Expenses	-	-	1.95	7.82	1.12	-
Insurance	-	-	0.41	1.22	0.51	0.18
Rent	-	-	0.48	-	0.72	0.07
Legal & Professional Fees	0.02	-	1.34	1.87	5.94	0.50
Printing & Stationery Exp	-	-	0.58	0.78	0.96	0.11
Vehicle Exp	-	-	1.10	-	3.12	0.15
Telephone Exp	-	-	0.81	1.13	0.82	0.56
Office Exp	-	-	0.61	1.73	0.24	0.11
Miscellaneous Expense	-	-	3.23	13.02	10.90	7.90
Total	0.02	-	46.37	147.38	122.32	43.05

RELATED PARTY TRANSACTION AS RESTATED
ANNEXURE – XXXIV (Rs. In Lakhs)

Name	Nature of Transaction	Amount of Transaction Debit in 2011-12	Amount of Transaction Credit in 2011-12	Amount Outstanding as on 31.03.12 Payable / (Receivable)	Amount of Transaction Debit in 2012-13	Amount of Transaction Credit in 2012-13	Amount Outstanding as on 31.03.13 Payable / (Receivable)	Amount of Transaction Debit in 2013-14	Amount of Transaction Credit in 2013-14	Amount Outstanding as on 31.03.14 Payable / (Receivable)	Amount of Transaction Debit in 2014-15	Amount of Transaction Credit in 2014-15	Amount Outstanding as on 31.03.15 Payable / (Receivable)	Amount of Transaction Debit upto 30.12.2015	Amount of Transaction Credit upto 30.12.2015	Amount Outstanding as on 30.12.2015 Payable / (Receivable)	Amount of Transaction Debit upto 31.03.2016	Amount of Transaction Credit upto 31.03.2016	Amount Outstanding as on 31.03.2016 Payable / (Receivable)
Abhisek Upadhyay	Salary	-	-	-	0.50	-	-	0.60	-	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Suresh Upadhyay	Salary	-	-	-	-	-	-	1.20	-	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mewar Enterprise	Current Account	-	-	-	-	19.00	19.00	(31.00)	21.41	9.41	(0.10)	92.46	101.77	(101.77)	-	-	-	-	-

		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Drillers and Drillers	Current Account	-	-	3.60	(23.90)	206.38	186.08	(70.01)	175.58	291.65	(20.15)	161.99	433.49	(433.49)	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Abhisek Upadhyay	Current Account	-	-	-	-	0.50	0.50	(0.01)	7.63	8.12	(1.43)	2.06	8.75	(11.67)	2.92	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Suresh Upadhyay	Current Account	-	-	34.54	(6.69)	21.22	49.07	(6.69)	147.24	189.61	(2.42)	286.48	473.68	(473.68)	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Suresh Upadhyay HUF	Current Account	-	-	-	-	14.75	14.75	-	-	14.75	(14.75)	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Abhinav Upadhyay	Current Account	-	-	-	-	-	-	-	0.15	0.15	-	1.00	1.15	(1.19)	0.04	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
M/s Suresh Upadhyay	Current Account	-	-	-	-	32.00	32.00	(2.00)	32.35	62.35	(62.35)	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Suresh Upadhyay	Current Account	-	-	-	-	-	-	1.20	-	-	-	-	-	(85.10)	727.75	642.65	(2.45)	50.43	690.63

		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mewar Enterprise	Current Account	-	-	-	-	-	-	-	-	-	-	-	-	(169.40)	169.40	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Drillers and Drillers	Current Account	-	-	-	-	-	-	-	-	-	-	-	-	(583.43)	583.43	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shiva Explosives India Pvt. Ltd.	Advance for Land	-	-	-	(35.00)	-	(35.00)	-	-	(35.00)	-	-	(35.00)	-	0.72	(34.28)	-	0.09	(34.19)
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shiva Explosives India Pvt. Ltd.	Unsecured Loans	-	-	-	-	-	-	-	-	-	-	51.97	51.97	-	0.07	52.04	-	-	52.04
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Abhinav Upadhyay	Unsecured Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	1.19	1.19	-	-	1.19
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Abhisek Enterprise	Unsecured Loans	-	-	-	-	85.13	85.13	(20.00)	31.80	96.93	(3.75)	28.70	121.88	-	-	121.88	(15.90)	-	105.98
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Abhisek Upadhyay	Unsecured Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	9.85	9.85	(6.00)	-	3.85

SUMMARY OF ACCOUNTING RATIOS AS RESTATED

Annexure - XXXV

(Rs. In Lakhs)

Ratios	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the year ended 31 March 2016
Restated PAT as per P& L Account	8.01	- 0.49	- 17.65	- 85.22	- 77.30	- 39.68
Weighted Average Number of Equity Shares at the end of the Year/Period	20,15,050	20,15,050	20,15,050	20,15,050	20,15,050	90,15,050
No. of equity shares at the end of the year/period	20,15,050	20,15,050	20,15,050	20,15,050	20,15,050	90,15,050
Net Worth	29.42	257.67	549.33	905.90	12.42	812.74
Earnings Per Share						
Basic & Diluted	0.40	(0.02)	(0.88)	(4.23)	(3.84)	(0.44)
Return on Net Worth (%)	27.24%	-0.19%	-3.21%	-9.41%	-622.56%	-4.88%
Net Asset Value Per Share (Rs)	1.46	12.79	27.26	44.96	0.62	9.02
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00	10.00

Footnote

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.)	Restated Profit after Tax available to equity Shareholders
	Weighted Average Number of Equity Shares at the end of the year / period
Return on Net Worth (%)	Restated Profit after Tax available to equity Shareholders
	Restated Net Worth of Equity Shareholders
Net Asset Value per equity share (Rs.)	Restated Net Worth of Equity Shareholders
	Number of Equity Shares outstanding at the end of the year / period

2. The status of the Company prior to 31st December 2015 was that of a partnership firm. Hence, EPS and NAV per share for all the periods/ years prior to 31st December 2015 have been calculated by considering the number of shares outstanding as at 31st December 2015.

CAPITALISATION STATEMENT AS AT 31ST MARCH, 2016

Annexure - XXXVI
(Rs. In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	239.64	239.64
Long Term Debt (B)	653.13	653.13
Total debts (C)	892.78	892.78
Shareholders' funds		
Equity share capital	901.51	1321.51
Reserve and surplus - as restated	(88.77)	(4.77)
Total shareholders' funds	812.74	812.74
Long term debt / shareholders funds	0.80	0.80
Total debt / shareholders funds	1.10	1.10
Notes:		
1. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31st March, 2016.		
2. Long term Debts includes current maturities of long term debt.		
3. For post issue Capitalization calculation has been done considering the allotment of shares in the IPO. Accordingly the figures of post issue of equity share capital and reserves & surplus has been adjusted. The figure of short term/long term debt as appearing on 31st March, 2016 has only been considered for calculation purpose.		

STATEMENT OF TAX SHELTERS AS RESTATED

Annexure XXXVII
(Rs. In Lakhs)

	Year ended March 31, 2012	Year ended March 31, 2013	Year ended March 31, 2014	Year ended March 31, 2015	Period ended December 30, 2015	Period ended March 31, 2016
Profit before tax as per books (A)	4.41	- 0.70	- 25.53	- 116.98	- 108.41	- 57.43
Tax Rate (%)	30.90%	N.A.	N.A.	N.A.	N.A.	N.A.
Tax at notional rate on profits	1.36	N.A.	N.A.	N.A.	N.A.	N.A.
Adjustments :						
Permanent Differences(B)						
Expenses disallowed under Income Tax Act, 1961	-	-	0.04	14.21	1.28	0.33
Total Permanent Differences(B)	-	-	0.04	14.21	1.28	0.33
Income considered separately (C)	-	-	-	-	-	-
Total Income considered separately (C)	-	-	-	-	-	-
Timing Differences (D)	-	-	-	-	-	-
Difference between tax depreciation and book depreciation	0.38	0.68	- 48.02	- 3.61	21.74	7.33
Difference due to any other items of addition u/s 28 to 44DA	-	-	-	-	-	-
Total Timing Differences (D)	0.38	0.68	48.02	3.61	21.74	7.33
Net Adjustments E = (B+D)	0.38	0.68	47.98	10.60	23.02	7.66
Tax expense / (saving) thereon	0.12	N.A.	N.A.	N.A.	N.A.	N.A.

	Year ended March 31, 2012	Year ended March 31, 2013	Year ended March 31, 2014	Year ended March 31, 2015	Period ended December 30, 2015	Period ended March 31, 2016
Income from Other Sources (F)	-	-	-	-	-	-
Loss of P.Y. Brought Forward & Adjusted(G)	- 15.37	- 10.59	- 10.61	- 84.12	- 190.50	- 275.89
Taxable Income/(Loss) (A+E+F+G)	- 10.59	- 10.61	- 84.12	- 190.50	- 275.89	- 325.65
Taxable Income/(Loss) as per MAT	4.41	- 0.70	- 25.53	- 116.98	- 108.41	- 57.43
Tax as per MAT	0.84	N.A.	N.A.	N.A.	N.A.	N.A.
Tax as per Normal Calculation	-	N.A.	N.A.	N.A.	N.A.	N.A.
Income Tax as returned/comp uted	0.84	N.A.	N.A.	N.A.	N.A.	N.A.
Tax paid as per normal or MAT	MAT	No Tax	No Tax	No Tax	No Tax	No Tax

AS 17 : SEGMENT REPORTING AS RESTATED

Annexure -XXXVIII (Rs. In Lakhs)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2015	For the period ended 30 December 2015	For the period ended 31 March 2016
Segment Revenue				
God & Goddess Statues/Deities	139.40	648.09	473.84	57.10
Quartz Granite Slabs, Powder & Resin	113.03	805.83	671.32	451.79
Unallocable	1.38	1.16	4.11	1.48
Total	253.81	1,455.08	1,149.28	510.37
Segment Expenses				
God & Goddess Statues/Deities	100.30	323.00	246.41	33.63
Quartz Granite Slabs, Powder & Resin	83.40	897.28	748.52	436.17
Unallocable	75.63	231.48	182.10	64.96
Total	259.34	1,451.76	1,177.04	534.75
Segment Results				
God & Goddess Statues/Deities	39.10	325.10	227.43	23.48
Quartz Granite Slabs, Powder & Resin	29.63	(91.45)	(77.20)	15.63
Unallocable	(74.25)	(230.32)	(177.99)	(63.48)
Operating Profit	(5.53)	3.33	(27.76)	(24.37)
	-	-	-	-
Interest Income	4.39	3.91	1.10	0.87
Interest Expense	24.39	124.22	81.75	33.93
Income Tax Expense	(7.88)	(31.76)	(31.10)	(17.75)
Net Profit	(17.65)	(85.22)	(77.30)	(39.68)
Segment Assets				
God & Goddess Statues/Deities	169.56	474.05	115.07	154.49
Quartz Granite Slabs, Powder & Resin	206.72	491.29	581.77	511.17
Unallocable	1,396.76	1,326.12	1,264.38	1,229.45
Total	1,773.04	2,291.46	1,961.22	1,895.10
Segment Liabilities				
God & Goddess Statues/Deities	-	5.97	5.97	5.97
Quartz Granite Slabs, Powder & Resin	73.79	227.46	213.86	174.18
Unallocable	1,149.92	1,152.14	1,728.97	902.22
Total	1,223.71	1,385.56	1,948.80	1,082.36

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the financial years ended March 2016, 2015 and 2014 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "*Financial Statements as Restated*" on page 212 of this Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI (ICDR) Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "*Risk Factors*" and "*Forward-Looking Statements*" on pages 17 and 16, of this Prospectus beginning respectively.

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007 and was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015. The Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects the analysis and discussion of our financial condition and results of operations for the financial years ended March 2016, 2015 and 2014.

OVERVIEW

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s Shiva Export Co." pursuant to a deed of partnership dated July 16, 2007. The constitution and capital of the partnership firm were changed several times pursuant to supplementary agreement modifying the partnership deeds dated October 11, 2008, April 1, 2015 and November 3, 2015. M/s Shiva Export Co. was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 with the name of "Shiva Granito Export Limited" and received a fresh certificate of incorporation from the Registrar of Companies, Jaipur, Rajasthan on December 31, 2015. The Corporate Identification Number of our Company is U14200RJ2015PLC048974. The registered office of our Company is situated at 8, Bhatt Ji Ki Baari, Udaipur-313001, Rajasthan.

Our Company started as partnership firm in the year 2007 as importer and exporter of all kind of decorative stones, Minerals, Chemicals. Later it decided to extend its operation by entering into the manufacturing of the engineered quartz stone slabs, different grades of resins and quartz stone powder and manufacture & dealing of God & Goddess Statues/Deities.

Spread over 4.1 bighas, our manufacturing facility located at Vana Village in Udaipur District, Rajasthan, our Company's manufacturing unit is equipped with laboratory, enabling the company inhouse to develop new colours, besides facilitating conducting of tests and analysis of various products. At present we have manufacturing plant for engineered quartz stone slabs, different grade of resins, quartz powder and God & Goddess Statues/Deities.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this 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:-

- The shareholders approved and passed a special resolution on April 26, 2016 to authorize the Board of Directors to raise funds by making an initial public offering.

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 17 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Dependence on design of God & Goddess Statues/Deities
- Increase in price of raw material to manufacture resins
- Exchange rate fluctuations
- Supply and availability of raw material
- Technological changes
- Dependence on mining Industry for raw material for manufacturing Quartz Slab, Quartz Powder and God & Goddess Statues/Deities.
- Change in Consumer Preferences

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the restated financial results of our Company for the financial years ended March 2016, 2015 and 2014.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues

Income from operations:

Our principal component of income is from sales of God & Goddess Statues/Deities, Resins, Quartz Slab and Quartz Powder

Other Income

Our other income mainly includes interest income, purchase discount, Exchange rate fluctuation and duty draw back.

Amount (Rs. In Lakhs)

Particulars	Till March 31,		
	2014	2015	2016
Income			
Revenue from Operations)	252.43	1,453.92	1,654.06
As a % of Total Revenue	97.77%	99.65%	99.54%
Other Income	5.77	5.08	7.56
As a % of Total Revenue	2.23%	0.35%	0.46%
Total Revenue	258.20	1,459.00	1,661.63

Expenditure

Our total expenditure primarily consists of direct expenditure i.e. cost of materials consumed and changes in inventories of finished goods and WIP, finance cost, employee benefit expenses, depreciation and other expenses.

Direct Expenditure

Our direct expenditure includes cost of materials consumed and changes in inventories of finished goods and WIP. The cost of materials comprise of costs of raw material such as Chemicals like Anhydride, Phthalic Anhydride and stones including quartz stone, marbles.

Employee benefits expense

Our employee benefits expense primarily comprise of director's remuneration, salaries and wages expenses, , other employee benefits expense such as staff and labour welfare expenses.

Finance Costs

Our finance costs include interest on term loan, cash credit facility bank charges and commission, bank guarantee charges, etc.

Depreciation

Depreciation includes depreciation on tangible assets like building, plant and machinery etc.

Other Expenses

Other expenses include manufacturing, administrative and selling expenses such as electricity charges, legal and professional charges, transportation costs etc.

Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Particulars	Amount (Rs. In Lakhs)		
	For the Year Ended March 31, 2014	2015	2016
INCOME			
Revenue from Operations	252.43	1,453.92	1,654.06
As a % of Total Revenue	97.77%	99.65%	99.54%
Other Income	5.77	5.08	7.56
As a % of Total Revenue	1114.32%	(-12.02)%	49.02%
Total Revenue (A)	258.20	1,459.00	1,661.63
Growth %	54249.42%	465.07%	13.89%
EXPENDITURE			
Cost of Material Consumed	272.35	1,046.91	1,327.16
As a % of Total Revenue	105.48%	71.76%	79.87%
Changes in Inventories of finished goods, WIP and stock in Trade	(-130.20)	50.36	(-18.90)
As a % of Total Revenue	(-50.43)%	3.45%	(-1.14)%
Employee benefit Expenses	30.16	40.10	59.10
As a % of Total Revenue	11.68%	2.75%	3.56%
Finance costs	24.39	124.22	115.68
As a % of Total Revenue	9.45%	8.51%	6.96%
Depreciation expense	40.09	167.00	179.06
As a % of Total Revenue	15.52%	11.45%	10.78%
Other Expenses	46.37	147.38	165.36
As a % of Total Revenue	17.96%	10.10%	9.95%
Total Expenses (B)	283.15	1,575.98	1,827.46

Particulars	For the Year Ended March 31,		
	2014	2015	2016
As a % of Total Revenue	109.66%	108.02%	109.98%
Profit before exceptional extraordinary items and tax	(-24.95)	(-116.98)	(-165.84)
As a % of Total Revenue	(-9.66)%	(-8.02)%	(-9.98)%
Extraordinary items	-	-	-
Profit before tax	(-25.53)	(-116.98)	(-165.84)
PBT Margin	(-9.89)%	(-8.02)%	(-9.98)%
Tax expense :			
(i) Current tax	0.00	0.00	0.00
(ii) Deferred tax	(-7.88)	(-31.76)	(-48.85)
Total Tax Expense	(-7.88)	(-31.76)	(-48.85)
Profit for the year/ period	(-17.65)	(-85.22)	(-116.99)
PAT Margin %	(-6.84)%	(-5.84)%	(-7.04)%

Figures for the period from April 01, 2015 to December 30, 2015 pertaining to the Partnership Firm prior to its conversion under part I Chapter XXI of Section 366 of Companies Act, 2013 and figures for the period from December 31, 2015 to March 31, 2016 post its conversion into company have been combined and presented as figures for the year ended March 31, 2016.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

INCOME

Income from Operations

	2014-2015	2015-2016	Variance in %
Operating Income	1,453.92	1,654.06	13.77%

The operating income of the Company for the year ending March 31, 2016 is Rs. 1,654.06 lakhs as compared to Rs. 1,453.92 lakhs for the year ending March 31, 2015, showing an increase of 13.77%.

Other Income

Our other income increased by 49.02% from Rs. 5.08 lakhs to Rs. 7.56 lakhs. This was due to higher interest income and purchase discounts received.

EXPENDITURE

Direct Expenditure

Particulars	2014-2015	2015-2016	Variance in %
Cost of materials consumed	1,046.91	1,327.16	26.77%
Changes in Inventories of finished goods, WIP and stock in Trade	50.36	(-18.90)	(137.52)%
Total	1097.27	1308.27	19.22%

Our direct expenditure has increased from Rs. 1097.27 lakhs in Financial Year 2014-2015 to Rs. 1308.27 lakhs in Financial Year 2015-2016 showing an increase of 19.22% over the previous year. The increase in cost of material consumed was due to increase in cost of raw materials and due to increase of revenue from operations

Administrative and Employee Costs

Particulars	2014-15	2015-2016	Variance in %
Employee Benefit Expenses	40.10	59.10	47.36%
Other Expenses	147.38	165.36	12.20%

There is a steady increase in employee benefit expenses from Rs. 40.10 lakhs in financial year 2014-15 to Rs. 59.10 lakhs in financial year 2015-16 which is due to directors remuneration and increase in workman Salary.

Our other expenses increase by 12.20% from Rs. 147.38 lakhs in financial year 2014-15 to Rs. 165.36 lakhs in financial year 2015-16.

Finance Charges

Our finance charges have decreased from Rs. 124.22lakhs in financial year 2014-15 to Rs. 115.68 lakhs in financial year 2014-15. This shows an decrease of 6.88% compared to last financial year.

Depreciation

Depreciation expenses for the Financial Year 2015-2016 have increased to Rs. 179.06 lakhs as compared to Rs. 167 lakhs for the Financial Year 2014-2015 showing an increase of 7.22%.

Profit Before Tax

(Rs. In lakhs)

Particulars	2014-15	2015-2016	Variance in %
Profit Before Tax	(-116.98)	(-165.84)	41.77%

Our Company suffered further loss by 41.77% from Rs. (116.98) lakhs in financial year 2014-15 to Rs. (165.84) lakhs in financial year 2015-16. The decrease in profits was due to increased manufacturing expenses.

Provision for Tax and Net Profit

(Rs. In lakhs)

Particulars	2014-15	2015-2016	Variance in %
Taxation Expenses	(-31.76)	(-48.85)	53.83%
Profit after Tax	(-85.22)	(-116.99)	37.27%

Our Company loss has widened by 37.27% from Rs. (85.22) lakhs in financial year 2014-15 to Rs.(116.99) lakhs in financial year 2015-16 due to the above cited reasons.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014

INCOME

Income from Operations

(Rs. In lakhs)

Particulars	2013-2014	2014-2015	Variance in %
Operating Income	252.43	1,453.92	475.97%

The operating income of the Company for the year ending March 31, 2015 is Rs. 252.43 lakhs as compared to Rs. 1,453.92 lakhs for the year ending March 31, 2014, showing a increase of 475.97%. The manufacturing operation of the Company was started in 3rd Quarter of 2013 -2014.

Other Income

Our other income decreased by 12.02% from Rs. 5.77 lakhs to Rs. 5.08 lakhs.

EXPENDITURE

Direct Expenditure

(Rs. In lakhs)

Particulars	2013-2014	2014-2015	Variance in %
Cost of materials consumed	272.35	1,046.91	284.40%
Changes in Inventories of finished goods, WIP and stock in Trade	(130.20)	50.36	(138.68)%
Total	142.15	1097.27	671.90%

Our direct expenditure has increased from Rs. 142.15 lakhs in Financial Year 2013-2014 to Rs. 1097.27 lakhs in Financial Year 2014-2015 showing an increase of 671.90% over the previous year. The increase in cost of material consumed was due to increase in business operations and cost of raw materials.

Administrative and Employee Costs

(Rs. In lakhs)

Particulars	2013-2014	2014-2015	Variance in %
Employee Benefit Expenses	30.16	40.10	32.98%
Other Expenses	46.37	147.38	217.86%

There is a increase in employee benefit expenses from Rs. 30.16 lakhs in financial year 2013-14 to Rs. 40.10 lakhs in financial year 2014-15 which is due to increase in workers Salary .

Our other expenses increased by 217.86% from Rs. 46.37 lakhs in financial year 2013-14 to Rs. 147.38 lakhs in financial year 2014-15. The increase in expense was due to increase in business operations.

Finance Charges

Our finance charges have increased from Rs. 24.39 lakhs in financial year 2013-14 to Rs. 124.22 lakhs in financial year 2014-15. This shows an increase of 409.27% compared to last financial year. The Company has taken loan from Bank of Baroda for Cash Credit facility in 3rd Quarter of 2013-2014.

Depreciation

Depreciation expenses for the Financial Year 2014-2015 have increased to Rs. 167.00 lakhs as compared to Rs. 40.09 lakhs for the Financial Year 2013-2014 showing an increase of 316.62%. The increase in depreciation was majorly due to addition of new machineries.

Profit Before Tax

(Rs. In lakhs)

Particulars	2013-2014	2014-2015	Variance in %
Profit Before Tax	(25.53)	(116.98)	358.25%

Our Company's loss widened from Rs. (25.53) lakhs to Rs. (116.98) lakhs due to higher operating costs.

Provision for Tax and Net Profit

(Rs. In lakhs)

Particulars	2013-2014	2014-2015	Variance in %
Taxation Expenses	(-7.88)	(-31.76)	303.19%
Profit after Tax	(-17.65)	(-85.22)	(382.82)%

Our profit after tax decreased substantially by 382.80% from Rs. (17.65) lakhs in financial year 2013-14 to Rs.(85.22) lakhs in financial year 2014-15 due to the above cited reasons.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled “*Risk Factors*” beginning on page 17 of this Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the section titled “*Risk Factors*” beginning on page 17 of this Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. Future relationship between Costs and Income

Our Company’s future costs and revenues will be determined by demand/supply situation, prices of raw material, cost of artisans for manufacturing of God & Goddess Statues/Deities and development in construction sector.

5. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

Increase in revenue is by and large linked to increases in volume of business activity by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating into manufacturing of God & Goddess Statues/Deities, resins, Quartz slab & powder. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 130 of this Prospectus.

7. Status of any publicly announced new products/projects or business segments

Our Company has not announced any new projects or business segments, other than disclosed in the Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company’s customer and supplier for manufacturing of resin,quartz powder and quartz slab vis a vis the total revenue from operations and raw materials/ finished goods cost respectively as March 31, 206 is as follows:

	Customers	Suppliers
Top 5 (%)	57.57	60.69
Top 10 (%)	78.99	72.80

10.Competitive Conditions

We face competition from existing and potential organised and unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “*Our Business*” beginning on page 151 of this Prospectus.

CHANGES IN ACCOUNTING POLICIES IN LAST THREE YEARS

As the Company was a partnership firm up to and including December 30, 2015, we have recast the financial statements of the partnership accounts to proforma accounts in the form required under revised schedule VI of the Companies Act for the purpose of Prospectus and thus the accounting policies have been accordingly adopted. For further details, please refer to chapter titled “*Financial Statements as Restated*” beginning on Page 212 of this Prospectus.

FINANCIAL INDEBTEDNESS

Our Company utilizes various credit facilities from bank and financial institutions, for conducting its business.

Set forth is a brief of our Company's secured and unsecured borrowings from banks and financial institutions together with a brief description of certain significant terms of such financing arrangements.

SECURED BORROWINGS

1. Term Loan of Rs. 735 Lakhs sanctioned by SIDBI vide Sanction letter dated January 4, 2013.

Name of the Lender	Small Industries development Bank of India
Facility	Term Loan – Rs. 735 Lakhs consisting of Rs.410.00 Lakh under JICA (the scheme) and Rs.325.00 lakh under normal DCS (the scheme).
Purpose	The loan shall be utilised by the Borrower for setting up of a new unit of quartz slab production plant.
Interest Rate	a) For Term Loan of Rs.410.00 Lakh under JICA Interest will be Payable at the rate of SIDBI's Prime Lending Rate (PLR) rising or falling therewith, with monthly rests. The current SIDBI PLR being 12.75% and current effective rate of interest being 12.75%p.a. b) For term loan of Rs.325.00 lakh under the normal DCS Interest will be payable at the rate of 0.75% above SIDBI's Prime Lending Rate (PLR) rising or falling therewith, with monthly rests. The current SIDBI PLR being 12.75% and current effective rate of interest being 13.50%p.a.
Tenure/ Repayment schedule	84 monthly instalments after completion of 18 months from date of first disbursement
Security	<u>Primary Security:</u> - Equitable mortgage of the lease hold rights belonging to borrower, of all the industrial immovable property, admeasuring approx. 9724 Sq. mtrs & owned by Shiva Explosives India Private Limited, situated at plot No-1199/11/1, village Vana, via Udaipur, Dabok Road, District Udaipur. - Hypothecation on all the movable assets of borrower including all plant and machinery, equipment , miscellaneous fixed assets including tools, spares, etc., whether movable or fixed acquired under the project both present and future subject to prior charges created and/or to be created in favour of the borrower's bankers on the borrower 's current assets as may be agreed to by SIDBI for securing the borrowings for working capital requirements in the ordinary course of business. <u>Collateral Security:-</u> - First charges by way of equitable mortgage in favour of SIDBI of all the immovable property admeasuring approx. 9724 Sq. mtrs & owned by Shiva Explosives India Private

	Limited , Situated at Plot no-1199/11/1,village vana via Udaipur,Dabok Road , District Udaipur and owned by Shiva Explosives India Private Limited. • First charges by way of equitable mortgage in favour of SIDBI of all the immovable property at Arajai No-1199/33(15124 sq. mtrs) ,Arajai No 1199/34(15124 sq. mtrs) and Arajai No-1199/21/1 (10803 sq. mtrs) situated at, Village Vane, via Udaipur , Dabok Road, District Udaipur and owned by Shiva Explosives India Private Limited. • First charges by way of equitable mortgage in favour of SIDBI of all the immovable property at Arajai No-1199/12/1 (9724 sq. mtrs) situated at village Vana via Udaipur and owned by Shiva Explosives India Private Limited. • The borrower shall deposit a duly lien marked FDR of Rs.56.00 lakh in favour of SIDBI with SIDBI. <u>Personal Guarantee:-</u> • Suresh Upadhyay • Abhishek Upadhyay • Abhinav Upadhyay. <u>Corporate Guarantee:</u> • Shiva Explosives India Private Limited.
Outstanding Amount as on March 31, 2016	Rs. 639.44 lakhs

2. (a)Cash Credit of Rs. 250 Lakhs sanctioned by Bank of Baroda vide Sanction letter dated October 5, 2013.

Name of the Lender	Bank of Baroda
Facility	Cash Credit – Rs. 250 Lakhs
Purpose	Working Capital
Interest Rate	2.91% above base rate i.e 13.15% per annum
Security	Hypothecation of : Goods/ Book Debts/ letter of continuing security.

b) Import Letter of Credit

Name of the Lender	Bank of Baroda
Facility	Letter of Credit – Rs. 150 Lakhs
Margin	15.00% in the form of FDR
Purpose	Purchase of raw materials and goods.
Security	a) Stamped letter of application for L/C b) Letter of appropriation of margin. c) Charges of current assets / Fixed assets

c) Limit for Derivatives for Forwards Contract

Name of the Lender	Bank of Baroda

Facility	Limit for forward Contract-Rs. 150.00 Lakhs (Equivalent credit exposure: Rs. 7.50 Lakhs.
Purpose	Hedging
Commission	As per Bank guidelines amended from time to time.
Security	• Stamped letter of application for forward cover. • Letter of appropriation of margin

Outstanding Amount as on March 31, 2016 from Bank of Baroda is 239.64 Lakhs

All The Credit Facilities will be further secured by:

1. Equitable Mortgage of Plot No 11, Araj No. 1192/930, Rajsava Gran Devali (Goverdhan Vilas) Udaipur, admeasuring 2115 Sq ft Belonging to Suresh Upadhyay
2. Equitable Mortgage of Plot No 12, Araj No. 1192/930, Rajsava Gran Devali (Goverdhan Vilas) Udaipur, admeasuring 2152.50 Sq ft Belonging to Suresh Upadhyay
3. Equitable Mortgage of Plot No 10, Araj No. 1192/930, Rajsava Gran Devali (Goverdhan Vilas) Udaipur, admeasuring 2152.50 Sq ft Belonging to Suresh Upadhyay
4. Equitable Mortgage of Plot No 9, Araj No. 1192/930, Rajsava Gran Devali (Goverdhan Vilas) Udaipur, admeasuring 2884.87 Sq ft Belonging to Suresh Upadhyay
5. Equitable Mortgage of Industrial converted land of khasra No. 571,575,579,584,585 & 610 Revenue village Udalpura Gram Panchayat Kothadi Tehsil Railmagra owned by M/s. Shiva Explosive India Private Limited through director Suresh Upadhyay.
6. Second charge on entire existing as well as future plant & machinery, Furniture & Fixtures , and other fixed assets of the firm situated at khasra no. 1199/21/1,1199/33,1199/34,1199/11/1,1199/12/1 situated at khasra Revenue villages vana Tehsil Bhinder , Vallabh Nagar, Udaipur , Admeasuring 60499 Sq Mtr Belonging to M/s Shiva Explosives India Private Limited. The first charge is with SIDBI.

Personal and Corporate Guarantee of:

- Suresh Upadhyay
- Abhishek Upadhyay
- Abhinav Upadhyay.
- Shiva Explosives India Private Limited.

Key restrictive covenants as per Sanction Letter:

The Company should not undertake following activities during the currency of the Bank's credit facilities without the Bank's prior permission in writing:-

- i) Effect any change in the capital structure of the firm.
- ii) Implement any scheme of expansion / modernization/ diversification/ renovation or acquire any fixed assets during any accounting year, except under such schemes which have already been approved by the bank.
- iii) Formulate any scheme of merger/ acquisition/ amalgamation / reconstitution.
- iv) Enter into borrowing arrangements either secured or unsecured with any other bank / financial institution / corporate bodies/ Companies/ Persons.
- v) Invest by way of share capital in, or lend or advance funds to, or place deposits with any other concern, including sister / associate family concern. Normal trade credit or security

deposits in the normal course of business of advances to employees can, however be extended.

- vi) Undertake guarantee obligations on behalf of any other company, company or person.
- vii) Monies brought in by depositors / friends and relatives of the Proprietor will not be allowed to be withdrawn without the Bank's permission.
- viii) Allow the level of Net Working capital to come down from the projected level.
- ix) The firm would not make any drastic change in their management setup without the Bank's permission.
- x) Effect any change in the remuneration payable to the directors either in the form of sitting fee or otherwise,
- xi) Create any further charge, lien or encumbrance over the assets and properties of the firm charged to bank in favour of any other Bank, financial Institutions Company, Company or person.
- xii) Sell, assign, mortgage or otherwise dispose off any of the firm's fixed assets charged to the bank. And undertake any trading activity other than the sale of products arising out of its own manufacturing operations, and those already approved by the Bank and the various credit facilities shall be used only for specified purpose.

UNSECURED BORROWINGS

Unsecured Borrowing as on March 31, 2016

Sr. No	Name of Lender	Loan Amount (Rs. In Lakhs)
1.	Abhishek Upadhyay	3.85
2.	Suresh Upadhyay	0.63
3.	Abhinav Upadhyay	1.19
4.	Abhishek Enterprise	0.98
5.	Shiva Explosives India Private Limited	7.04

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except, as stated below and mentioned elsewhere in this Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, statutory or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries and Group Companies or against any other company whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Entities.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on May 20, 2016 determined that outstanding dues to creditors in excess of Rs. 2.00 Lakhs as per last audited financial statements shall be considered as material dues (“Material Dues”).

Our Board, in its meeting held on May 20, 2016 determined that litigations involving an amount of more than Rs. 5.00 Lakhs shall be considered as material.

Unless otherwise stated to contrary, the information provided is as of date of this Prospectus.

LITIGATION INVOLVING OUR COMPANY

Against our Company

Nil

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Proceedings against Our Company for economic offence/securities laws/ or any other law

Nil

Penalties in Last Five Years

Assistant Commercial Tax Officer of Ward (Ghat) Third, Board of Commercial Taxes, Udaipur Zone conducted a survey of the factory of the Company situated at 8, Bhattaji ki Badi Udaipur Factory Wana Tahasil, Vallabhnagar. Shri Suresh Upadhyay, partner of the erstwhile firm was present at the time of the survey. During the survey, the physical stock of Polyester Resin was 52,620 Kilograms (52.62 Metric Tonnes) which was in excess of stock as per books of accounts. The concerned officer assessed the market value of the stock @ Rs 135/ per Kilogram comes to Rs.71.03 Lakhs. Considering this as a case of Tax evasion, the department served a charge sheet No. . 2073 dated November 24, 2014.

The summons were replied by Shri Suresh Upadhyay, Partner of the erstwhile firm admitted his mistake After hearing the submission Assistant Commissioner, Commercial Taxes imposed a penalty of Rs. 14.21 Lakhs and assessed the tax amount to be Rs. 3.55 Lakhs and directed the firm to deposit an amount of Rs. 17.76 Lakhs. The said amount of Rs. 17.76 Lakhs has been paid and the matter has been closed.

Pending Notice against our Company

Nil

Past Notice to our Company

Nil

Disciplinary Action taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material fraud against the Company in last five years and action taken by the Companies.

Nil

LITIGATION FILED BY OUR COMPANY**Criminal Litigation**

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATION INVOLVING DIRECTORS OF OUR COMPANY

Litigation against our Directors

Nil

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

Litigation by Directors of Our Company

Criminal Litigation

Nil

Civil Proceedings

Vinod Kumar Jain v/s Madhu Chawat

A civil case number 19/11 has been filed in the Civil Court, Udaipur by Vinod Kumar Jain, the Independent Director of the M/s Shiva Granito Export Limited (hereinafter referred to as “Assessee”). The amount involved is Rs. 11.00 Lakhs/-. The case is at evidence stage and is currently pending.

Taxation Matters

Nil

LITIGATION INVOLVING PROMOTER OF OUR COMPANY

Outstanding Litigation against our Promoters

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR PROMOTERS

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR GROUP COMPANIES

Outstanding Litigation against our Group Companies

Nil

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Group Companies

Nil

Adverse finding against Group Companies for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR GROUP COMPANIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR SUBSIDIARIES

Nil

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Subsidiaries

Nil

Proceedings initiated against our Subsidiaries for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Subsidiaries

Nil

Adverse finding against Subsidiaries for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR SUBSIDIARIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

OTHER MATTERS

Nil

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES/ ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as described in this Prospectus, to our knowledge, there have been no material developments, since the date of the last audited balance sheet.

- The shareholders approved and passed a special resolution on April 26, 2016 to authorize the Board of Directors to raise funds by making an initial public offering.
- Approval of Audited Financials of Period ended March 31, 2016 and Restated Financials for for last 5 years on May 23, 2016

OUTSTANDING DUES TO CREDITORS OF OUR COMPANY

As on March 31, 2016 the Company does not owe a sum exceeding Rs. 2 lakh to any undertaking, except the following

Name of the Company	Amount (Rs. In Lakhs)
Crest Chemicals	20.18
Sanrel rasayans	18.48

Name of the Company	Amount (Rs. In Lakhs)
A-one paint chem (p) ltd.	17.59
Mantra Minerals Pvt. Ltd.	17.34
Accord cemicals Corporation	15.08
Gem Export	5.97
I g petrochemicals ltd.	5.91
Hind traders	4.47
Makwell plastisizers Pvt. Ltd.	3.97
Tiger Logistics (India) Ltd.	3.76
Hazel mercantile Ltd.	3.53
Shyam Filling Station	3.18
Sipani minerals	2.50
Janki cera tech	2.32

The details pertaining to net outstanding dues towards our Material Creditors shall be made available under investors' section on the website of our Company i.e. www.shivaexport.in. It is clarified that such details available on our website do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.shivaexport.in/ would be doing so at their own risk.

There are no pending cases with such Material Creditors.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, see chapter “*Key Industry Regulations and Policies*” on page 166 of this Prospectus.

The company has registered office at 8, Bhatt Ji ki Baari, Udaipur, Sirohi, Rajasthan, 313001, India

The company has the manufacturing unit at Vana Village, Tehsil Vallabh Nagar, Dabok Road, District Udaipur, Rajasthan - 313601, India.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on April 7, 2016 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extraordinary General Meeting held on April 26, 2016 authorized the Issue.

In- principle approvals from the Stock Exchange

We have received in-principal approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated July 14, 2016 bearing reference no. DCS/IPO/NP/IP/219/2016-17

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated June 30, 2016 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated June 28, 2016 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE191V01015 .

Approvals from Lenders:

The Company has obtained NOC and Consent from their Banker.

INCORPORATION AND OTHER DETAILS

1. The Certificate of Incorporation pursuant to sub section (2) of section 7 of the Companies Act, 2013 and rule 8 of the Companies (Incorporation) Rules, 2014 was issued Consequent upon Conversion from Partnership firm to Public company on December 31, 2015 by the Registrar of Companies, Rajasthan in the name of “SHIVA GRANITO EXPORT LIMITED”
2. The Corporate Identity Number (CIN) of the Company is U14200RJ2015PLC048974.

APPROVALS RELATED TO OUR BUSINESS ACTIVITIES

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue	Date of Expiry
1	Certificate of Importer-Exporter Code (IEC)	Office of Joint Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India	IEC number – 1307008755	September 5, 2007	N.A.
2	Import/Export License (under Foreign Trade (Development and Regulations) Act, 1992) (To avail benefit under Export Promotion Capital Goods Scheme (EPCG) Concessional Duty 03%)	Foreign Trade Development Officer, Directorate General of Foreign Trade, Government of India	1330003640/5/11/0003/2009	September 11, 2009	Export Obligation period is 8 years
3	Grant of Authorisation for EPCG to export Artificial Stone/Quartz Stone Slabs and Tiles	Foreign Trade Development Officer, Office of Joint Director General of Foreign Trade, Jaipur Ministry of Commerce and Industry, Government of	1330003640	December 18, 2012	N.A.

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue	Date of Expiry
		India			
4	Registration-Cum Membership Certificate under Export and Import Policy	CAPEXIL (sponsored by Ministry of Commerce and Industry, Government of India)	CAPEXIL/N/005590	November 6, 2012	March 31, 2013. (Applied for Renewal)
5	Entrepreneurs Memorandum for setting unit for manufacturing of Artificial Stone Slab	District Industries Centre, Udaipur, Government of Rajasthan	Entrepreneur Memorandum Number Part I 08-026-12-00420	September 10, 2012	N.A.
6	Entrepreneurs Memorandum for setting unit for manufacturing of Unsaturated Polyester Resin	District Industries Centre, Udaipur, Government of Rajasthan	Entrepreneur Memorandum Number Part I 08-026-12-00539	November 8, 2013	N.A.
7	Entrepreneurs Memorandum for setting unit for manufacturing of Quartz Powder	District Industries Centre, Udaipur, Government of Rajasthan	Entrepreneur Memorandum Number Part I 08-026-12-00540	November 8, 2013	N.A.

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorisation granted	Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1	Certificate of Registration (under Rajasthan VAT Act, 2003)	Commercial Tax Officer, Commercial Tax Department, Udaipur	TIN: 08074007584	February 25, 2016 (With effect from January 1, 2016)	Until Cancelled

Sr. No.	Authorisation granted	Authority	Registration No./Reference No./License No.	Date of Issue	Validity
2	Certificate of Registration (under section 7(1)/7(2) of Central Sales Tax Act, 1956)	Commercial Tax Officer, Commercial Tax Department, Udaipur	08074007584 (Central)	February 25, 2016 (With effect from February 13, 2016)	Until Cancelled
3	Central Excise Registration Certificate (under Rule 9 of Central Excise Rules, 2002)	Central Board of Excise and Customs, Ministry of Finance, Department of Revenue	AAWCS5756NEM001	February 12, 2016	Till the registrant carries on the activity or surrendered or revoked or suspended
4	Permanent Account Number (PAN)	Income Tax Department, Government of India	AAWCS5756N	December 31, 2015	Perpetual
5	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	JDHS16994F	June 09, 2016	Perpetual

OTHER BUSINESS RELATED APPROVALS

S No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Certification for complying with requirements of European Standard EN 15285:2008 – Agglomerated Stone – Modular tiles for flooring and stairs EN 15286:2013 – Agglomerated Stone – Slabs and tiles for wall finishes	QVC Certification Services Pvt. Ltd.	QVC/CE/CPR/2014-15/24	September 18, 2014	September 17, 2017

OTHERS

Sr. No.	Approval/ Certificate	Authority	Registration/ Certification number	Date of issue	Date of Validity
1.	Consent to Operate (under section 21 (4) of the Air (Prevention & Control of Pollution) Act, 1981)	Rajasthan State Pollution Control Board	2013-2014/Udaipur/1532/066	November 14, 2013	October 31, 2018
2.	Consent to Operate (under section 25/26 of the Water (Prevention and Control of Pollution) Act, 1974)	Rajasthan State Pollution Control Board	2013-2014/Udaipur/1530/1047	November 14, 2013	October 31, 2018

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

The Company has confirmed that no applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

PENDING APPROVALS:

Following approvals have been applied pursuant to change of name from M/s Shiva Export Co. to Shiva Granito Export Limited and are still pending:

1. Registration-cum-Membership Certificate with CAPEXIL
2. Certificate of Importer-Exporter Code
3. Import/Export License
4. Authorisation for EPCG
5. Entrepreneurs Memorandum
6. Certificate of Registration of European Standard

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

1. Registration for Employees Provident Fund with Employees Provident Fund Organisation.
2. Registration with Employees State Insurance Corporation under Employees State Insurance Act, 1948.
3. Approval for Trademark registration of company logo
4. Approval for Contract Labour Registration under The Contract Labour (Regulation and abolition) act, 1970

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on April 7, 2016 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of our Company held on April 26, 2016 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

None of our Company, our Directors, our Promoter, relatives of Promoter, our Promoter Group, and our Group Companies has been declared as wilful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other government authority. Neither our Promoter, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities.

None of our Directors is associated with the securities market in any manner, including securities market related business.

ELIGIBILITY FOR THIS ISSUE

Our Company is 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 exceeds Rs. 1,000 lakhs. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “General Information” beginning on page 74 of this Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
3. In accordance with Regulation 106(O) 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 Lead Manager submits 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.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled “General Information” beginning on page 74 of this Prospectus.
5. The Company has Net Tangible assets of at least Rs. 3 crore as per the latest audited financial results.

6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 3crore as per the latest audited financial results.
7. The Company does not have track record of distributable profits in terms of section 123 of Companies Act for at least two years out of immediately preceding three financial but however has networth of Rs. 5 crores.
8. The distributable Profit, Net tangible Assets and Net worth of the Company as per the restated financial statements for the year ended March 31, 2016, 2015, 2014, 2013 and 2012 is as set forth below:-

<i>Amount (Rs. In lakhs)</i>					
Particulars	March 31, 2016#	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Distributable Profits*	(116.98)	(85.22)	(17.65)	(0.49)	8.01
Net Tangible Assets**	1312.45	1703.90	1280.65	466.63	39.73
Net Worth***	812.74	905.90	549.33	292.30	29.42

* “Distributable profits” have been calculated in terms section 123 of the Companies Act, 2013.

** ‘Net tangible assets’ are defined as the sum of all net assets (i.e. non current assets, current assets less current liabilities) of our Company, excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India

*** “Net Worth” has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any

Figures for the period from April 01, 2015 to December 30, 2015 pertaining to the Partnership Firm prior to its conversion under part I Chapter XXI of Section 366 of Companies Act, 2013 and figures for the period from December 31, 2015 to March 31, 2016 post its conversion into company have been combined and presented as figures for the year ended March 31, 2016.

9. The Post-issue paid up capital of the Company shall be at least Rs. 3 Crore. The post issue paid up capital of the Company will be Rs.13.22 crores.
10. The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with CDSL and NSDL.
11. The Company has not been referred to Board for Industrial and Financial Reconstruction.
12. No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company
13. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
14. There has been no change in the promoter(s) of the Company in the one year preceding the date of filing application to BSE for listing on SME segment.
15. The Company has a website www.shivaexport.in

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO STOCK EXCHANGE/ AND SHALL ALSO BE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE BEFORE REGISTERING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF ISSUE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE PROSPECTUS FILED WITH THE EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE

COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.– NOTED FOR COMPLIANCE**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO 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 PROSPECTUS.**
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**

- 10.WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE**
- 11.WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12.WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**
- A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
- B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**
- 13.WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE**
- 14.WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**
- 15.WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY-NOTED FOR COMPLIANCE**
- 16.WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”**
- 17.WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.” *COMPLIED TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE PROSPECTUS***

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

- (1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY**

MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.**
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION 4 OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. – NOT APPLICABLE**
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Jaipur, Rajasthan in terms of Section 26, 30 and 32 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.shivaexport.in would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated May 20, 2016, the Underwriting Agreement dated May 20, 2016 entered into among the Underwriter and our Company and the Market Making Agreement dated May 20, 2016 entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may

in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by M/s Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer "Annexure A" to this Prospectus and the website of the Lead Manager at www.pantomathgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with BSE for its observations and BSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as

participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

BSE Limited ("BSE") has given vide its letter dated July 14, 2016 permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

FILING

The Prospectus has not been filed with SEBI, nor SEBI has issued any observation on the Offer Document in terms of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI at the Corporate Finance Department, Ahmedabad. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the RoC situated at Corporate Bhawan, G/6-7, Second Floor, Residency Area, Civil Lines, Jaipur-302001

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from SME Platform of BSE. However application will be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE has given its in-principal approval for using its name in our Prospectus vide its letter dated July 14, 2016.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE mentioned above are taken within six Working Days from the Issue Closing Date

CONSENTS

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary & Compliance Officer, the Statutory Auditors, the Peer Reviewed Auditors, the Banker to the Company; and (b)

Lead manager, Underwriters, Market Makers, Registrar to the Issue, Banker(s)/Refund bankers to the Issue, Legal Advisor to the Issue to act in their respective capacities have been obtained and is filed along with a copy of the Prospectus with the RoC, as required under sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

EXPERT TO THE ISSUE

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “*Objects of the Issue*” beginning on page 119 of this Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated May 20, 2016 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 81 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

None of the equity shares of our Group Entities are listed on any recognized stock exchange. None of the above companies have raised any capital during the last 3 years preceeding the date of this Prospectus.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on January 30, 2016. For further details, please refer to the chapter titled “*Our Management*” beginning on page 184 of this Prospectus.

Our Company has appointed Youshveer Singh Rathore as Compliance Officer and he may be contacted at the following address:

Youshveer Singh Rathore
Shiva Granito Export Limited

8, Bhatt Ji Ki Baari,

Udaipur- 313001

Rajasthan, India

Tel: 0294-2427577

Fax: 0294-2414463

Email: investors@shivaexport.in

Website: www.shivaexport.in

Registration Number: 048974

Corporate Identification Number: U14200RJ2015PLC048974

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

No Changes in Auditors have been done in last three financial years. M/s. Nenawati & Associates, Chartered Accountants were also the Auditors of our Partnership firm from financial year 2012-13.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 81 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalue its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred are subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, our Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Draft Prospectus, the Prospectus, Application Form, ASBA Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents / certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 347 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled “Dividend Policy” on page 211 of this Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 12 per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled “Basis for Issue Price” beginning on page 126 of this Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 347 of this Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 10,000 Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 10,000 Equity Share subject to a minimum allotment of 10,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 10,000 Equity Share subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by SCSBs shall be unblocked within 6 days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

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

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

jurisdiction.

JOINT HOLDER

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013 the sole applicant, or the first applicant along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicant, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	August 23, 2016
ISSUE CLOSES ON	August 29 , 2016

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvment of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,20,000/- (Rupees One Lakh) per application.

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

MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after it can migrate to Main Board of BSE as per the guidelines specified by SEBI and as per the procedures laid down under XB of the SEBI (ICDR) Regulations. Our company may migrate to the Main Board of BSE from the SME Stock Exchange on a later date subject to the following:

- a. *If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- b. *If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

MARKET MAKING

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing of shares offered through the Prospectus. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 74 of this Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 10,000 shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such

investors. Overseas Corporate Bodies (OCBs) have been de-recognised as a class of investor in India with effect from September 16, 2003. However, erstwhile OCBs which are incorporated outside India and are not under adverse notice of the RBI can make fresh investments under the FDI Scheme as incorporated non-resident entities, with the prior approval of the Government of India, if the investment is through the Government Route; and with the prior approval of the Reserve Bank, if the investment is through the Automatic Route.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALISED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page 81 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 347 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer, whose post issue face value capital exceeds ten crore rupees, shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 296 and 303 of this Prospectus.

Following is the issue structure:

Public Issue of 42,00,000 Equity Shares of face value of Rs. 10 each fully paid (the 'Equity Shares') for cash at a price of Rs. 12 per Equity Share (including a premium of Rs. 2 per Equity Share) aggregating Rs. 504.00 lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 39,80,000 Equity Shares ('the Net Issue'), and a reservation of 2,20,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

Particulars	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	39,80,000 Equity Shares	2,20,000 Equity Shares
Percentage of Issue Size available for allocation	94.76% of the Issue Size	5.24% of Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 10,000 Equity Shares and Further allotment in multiples of 10,000 Equity Shares each. For further details please refer to the section titled " <i>Issue Procedure–Basis of Allotment</i> " on page 303 of the Prospectus.	Firm allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only	ASBA Process only
Minimum Application	<u>For QIB and NII:</u> Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000 <u>For Retail Individuals:</u> 10,000 Equity Shares	2,20,000 Equity Shares of Face Value Rs. 10.00 each
Maximum Application Size	<u>For QIB and NII:</u> For all other investors the maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable.	2,20,000 Equity Shares of Face Value Rs. 10.00 each

Particulars	Net Issue to Public*	Market Maker Reservation Portion
	<u>For Retail Individuals:</u> 10,000 Equity Shares	
Mode of Allotment	Compulsorily in dematerialized mode.	Compulsorily in dematerialized mode.
Trading Lot	10,000 Equity Shares	10,000 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
Terms of payment	The Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two day of the closure of the Issue.	

**50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is upto Rs. 2,00,000 and the balance 50 % of the shares are reserved for applications whose value is above Rs. 2,00,000*

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE PROGRAMME

ISSUE OPENS ON	August 23, 2016
ISSUE CLOSES ON	August 29, 2016

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

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “General Information Document”) included below under section “**Part B – General Information Document**”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated / covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus and this Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Pursuant to SEBI Circular dated January 1, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than	Blue

Sub-Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion), applying on a repatriation basis (ASBA)	

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)
- iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE i.e. www.bseindia.com.

WHO CAN APPLY?

In addition to the category of Applicants set forth under “**General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue**”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

OPTION TO SUBSCRIBE IN THE ISSUE

- a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit / minimum number of specified securities that can be held by him/her/it under the relevant regulations / statutory guidelines and applicable law.

PARTICIPATION BY ASSOCIATED/ AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations/institutions and not in the names of minors, foreign nationals, non residents (except for those applying on non repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S/RFPI'S ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of

shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - I. Any transactions in derivatives on a recognized stock exchange;
 - II. Short selling transactions in accordance with the framework specified by the Board;
 - III. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - IV. Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
 - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;

- iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - viii. Any other transaction specified by the Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:
Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.
Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
- 4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
 - 5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
 - 6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
 - 7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- (a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
- (b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities

listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

1. *Equity shares of a company:* The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
The entire group of the investee company: the least of 10% of the respective fund in case of a life

insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and

2. *The industry sector in which the investee company operates:* 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 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 Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable

law or regulation or as specified in the Draft Prospectus/ Prospectus.

INFORMATION FOR THE APPLICANTS

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Prospectus with the RoC at least three days before the Issue Opening Date.
3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.
4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).
5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.
6. Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

1. Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary
 - i) an SCSB, with whom the bank account to be blocked, is maintained
 - ii) a syndicate member (or sub-syndicate member)
 - iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
 - iv) a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
 - v) a registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

3. The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.
4. The Applicant cannot apply on another Application Form after one Application Form have been submitted by him/her to Application Collecting intermediaries Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.
5. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

6. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.
7. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.
8. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

TERMS OF PAYMENT

Terms of Payment

The entire Issue price of Rs.12/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar to the issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account, post finalisation of basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m of the next Working day from the Issue Closing Date.
3. The Application collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts (v) Application accepted and uploaded but not sent to SCSBs for blocking of funds.
4. Neither the Lead Managers nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file

into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Numbers of Equity Shares Applied for;
 - Bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

ALLOCATION OF EQUITY SHARES

1. The Issue is being made through the Fixed Price Process wherein 2,20,000 Equity Shares shall be reserved for Market Maker. 19,90,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being

received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.

2. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- a) Our Company has entered into an Underwriting agreement dated May, 20, 2016.
- b) A copy of the Prospectus will be filed with the RoC in terms of Section 26 of the Companies Act.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive a acknowledgement;
- All applicants should submit their applications through the ASBA process only.

Dont's:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Banker to of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Application collecting intermediaries.
- Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and / or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Application Collecting Intermediaries. Application Forms which do not bear the stamp of the Application Collecting Intermediaries will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker ('broker') network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com. With a view to broad base the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 4(four) and 6 (Six) days of the Issue Closing Date respectively;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447.”

UNDERTAKINGS BY THE COMPANY

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at SME Platform of Bombay Stock Exchange where the Equity Shares are proposed to be listed within six working days from the Issue Closing 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 to the Issue by us;
4. That our Promoter's contribution in full has already been brought in;
5. That no further issue of Equity Shares shall be made till the Equity Shares 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.

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated June 28, 2016 among NSDL, the Company and the Registrar to the Issue;
- b. Agreement dated June 30, 2016 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE191V01015.

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders / Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders / Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus / Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”)

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (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 LM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 73 of the Companies Act, 1956
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory mark et making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- (e) The Issuer shall have Net Tangible assets of at least Rs. 3 crore as per the latest audited financial results.
- (f) The Net worth (excluding revaluation reserves) of the Issuer shall be at least Rs. 3 crore as per the latest audited financial results.
- (g) The Issuer should have a track record of distributable profits in terms of section 123 of Companies Act, 2013 for two out of immediately preceding three financial years or it should have net worth of at least Rs. 5 Crores.
- (h) The Post-issue paid up capital of the Issuer shall be at least Rs. 3 Crore. The post –issue paid up capital of our company will be Rs. 13.22 Crore.
- (i) The Issuer shall mandatorily facilitate trading in demat securities.
- (j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
- (k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- (l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- (m) The Company should have a website.
- (n) There has been no change in the promoter of the Company in the one year preceding the date of filing application to BSE for listing on SME segment. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M(2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital exceed Rs. 1,000 lakhs. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

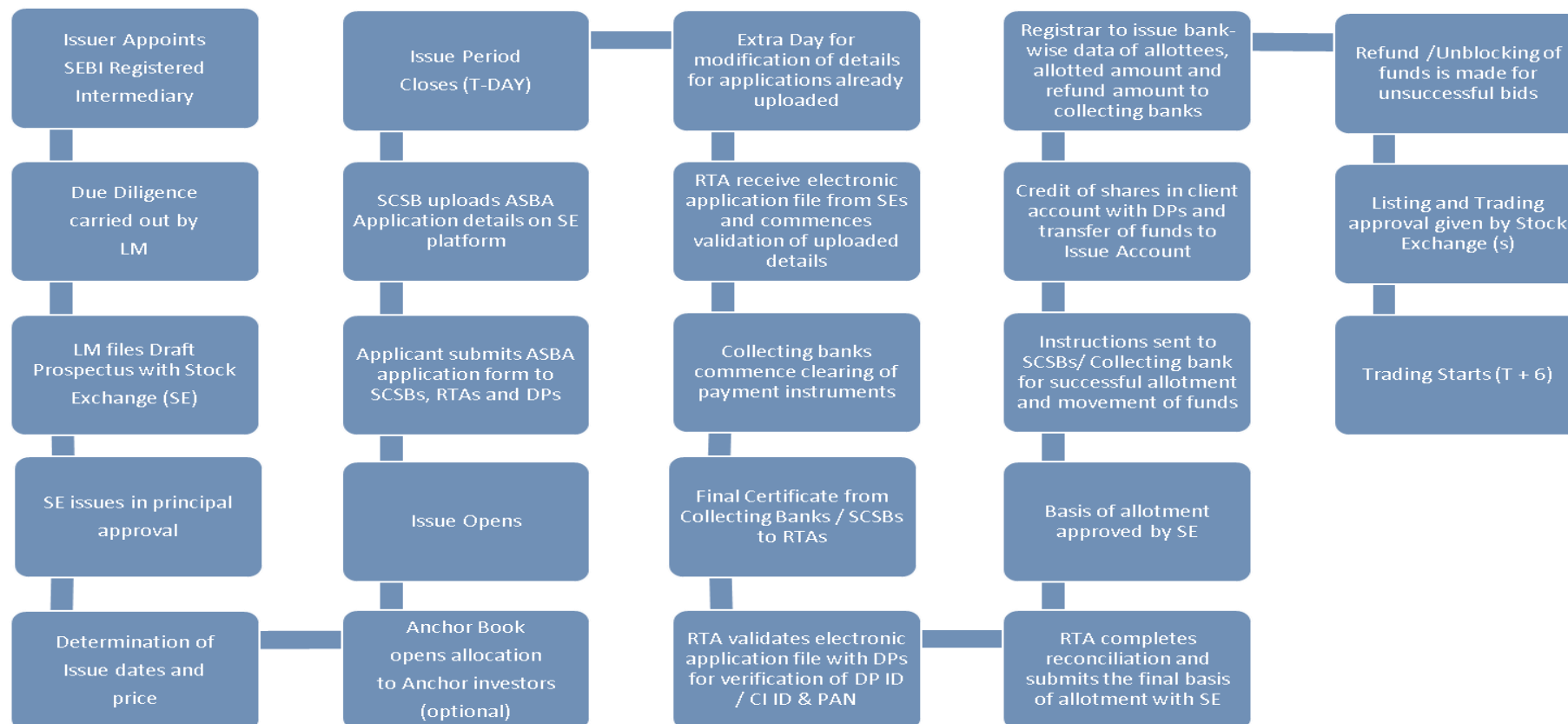
- (a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- (b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the or Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are	Blue

foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	
Anchor Investors (where applicable) & Applicants applying in the reserved category	Not Applicable

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

R Application Form

COMMON APPLICATION FORM	SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - R	FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS

SHIVA granito export ltd

To, The Board of Directors
SHIVA GRANITO EXPORT LIMITED
Address: S, Bharti Ji Ki Bauri, Udaipur, Rajasthan - 313 001, India
Contact Details: Tel. No. 0294-2427577, Fax No. 0294-2414465, CIN : U14200RJ2015PLC048974

FIXED PRICE SME ISSUE

ISIN-INE191V01015

Date : _____

Application Form No. _____

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT
		Mr. / Ms. _____ Age _____
		Address _____
		E mail _____
		Tel. No (with STD code) / Mobile _____
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.	2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS	6. INVESTOR STATUS
☐ NSDL ☐ CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.	☐ Individual(s) - IND ☐ Non-Resident Indians (Non-Repatriation Basis) - NRI ☐ Hindu Undivided Family* - HUF ☐ Bodies Corporate - CO ☐ Banks & Financial Institutions - FI ☐ Mutual Funds - MF ☐ National Investment Funds - NIF ☐ Insurance Funds - IF ☐ Insurance Companies - IC ☐ Venture Capital Funds - VCF ☐ Alternative Investment Funds - AIF ☐ Others (Please Specify) - OTH

1 Please note that applications must be made in minimum of 10,000 shares and further multiples of 10,000 shares accordingly.
2 Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.

4. APPLICATION DETAILS	5. CATEGORY
No. of Equity Shares of Rs. 10/- each applied at the Issue Price i.e. at Rs. 12/- per share ^{1 & 2}	☐ Retail Individual ☐ Non-Institutional ☐ QIB
(In Figures) _____ (In Words) _____	

*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment
Amount Paid (₹ in Figures) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: _____, 2016	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	

SHIVA granito export ltd

SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - R

Acknowledgement Slip for Broker / SCSB / DP / RTA

Application Form No. _____

DPID / CLID	PAN	Received from Mr./Ms. _____
		Address _____
		Telephone/Mobile _____ E-mail _____

No. of Equity Shares applied for	SCSB Branch Stamp & Signature
In Figures _____	
In words _____	
Amount Paid (₹ in figures) _____	
ASBA Bank A/c No. _____	Name of Bank & Branch _____

SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - R

Acknowledgement Slip for Applicant

Application Form No. _____

No. of Equity Shares	In Figures	In Words	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Applicant
Amount Paid (Rs.)				
ASBA Bank A/c No.: _____				
Bank & Branch: _____				

NR Application Form

COMMON APPLICATION FORM		SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - NR		FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS	
 To, The Board of Directors SHIVA GRANITO EXPORT LIMITED Address: 8, Bhatt Ji Ki Bauri, Udaipur, Rajasthan - 313 001, India. Contact Details: Tel. No. 0294-2427577, Fax No. 0294-2414463, CIN: U14200RJ2015PLC048974		FIXED PRICE SME ISSUE ISIN-INE191V01015		Date : _____ Application Form No. _____	
BROKER'S / SCBS / DP / RTA STAMP & CODE		SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ Age _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____	
SCSB / BANK BRANCH STAMP & CODE		SCSB / BANK BRANCH SERIAL NO.		2. PAN OF SOLE/FIRST APPLICANT _____	
3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.				6. INVESTOR STATUS ☐ Non-Resident Indians (Repatriation basis) NRI ☐ FII or Sub Account not a Corporate / Foreign Individual FII ☐ FII Sub Account Corporate/ Individual FII SA ☐ Foreign Venture Capital Investor FVCI ☐ Foreign Portfolio Investors FPI ☐ Others (Please Specify) OTH	
4. APPLICATION DETAILS No. of Equity Shares of ₹10/- each applied at the Issue Price i.e. at ₹ 12/- per share ^{1 & 2} (In Figures) _____ (In Words) _____ ¹ Please note that applications must be made in minimum of 10,000 shares and further multiples of 10,000 shares accordingly. ² Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.				5. CATEGORY ☐ Retail Individual ☐ Non-Institutional ☐ QIB	
7. PAYMENT DETAILS PAYMENT OPTION : Full Payment Amount Paid (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____					
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVER LEAF.					
8 A. SIGNATURE OF SOLE / FIRST APPLICANT _____ Date: _____, 2016		8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____		BROKER / SCBS / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)	
TEAR HERE					
 SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - NR		Acknowledgement Slip for Broker / SCBS / DP / RTA		Application Form No.	
DPID / CLID _____		PAN _____		_____	
Received from Mr./Ms. _____ Address _____ Telephone/Mobile _____ E-mail _____		No. of Equity Shares applied for in Figures _____ in words _____ Amount Paid (₹ in figures) _____ ASBA Bank A/c No. _____ Name of Bank & Branch _____		SCSB Branch Stamp & Signature	
TEAR HERE					
SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - NR		Stamp & Signature of Broker / SCBS / DP / RTA		Name of Sole / First Applicant _____ _____ _____ Acknowledgement Slip for Applicant	
No. of Equity Shares _____ Amount Paid (Rs.) _____ ASBA Bank A/c No.: _____ Bank & Branch: _____		In Figures _____ In Words _____		Application Form No. _____	

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:
‘Any person who:
 - **makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or**
 - **makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
 - **otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,****Shall be liable for action under section 447 of the said Act.’**
- (d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

- (a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories’ records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- (c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account

remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

- (d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- (b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- (c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice or for other correspondence(s) related to an Issue.
- (d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- (a) The Issuer may mention Price in the Prospectus. However a prospectus registered with RoC contains one price.
- (b) Minimum And Maximum Application Size
 - i. For Retail Individual Applicants
The Application must be for a minimum of 10,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 10,000 Equity Shares.
 - ii. For Other Applicants (Non Institutional Applicants and QIBs):
The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 10,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.
- (c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Collection Bank(s) or any other Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are

liable to be rejected.

- (d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
 - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (e) The following applications may not be treated as multiple Applications:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
 - iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- (a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- (c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- (d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD 7: PAYMENT DETAILS

- (a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the payment shall be made for an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

- (b) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- (c) Please note that, providing bank account details in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1 Payment instructions for Applicants

- (a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediary.
- (b) Applicants should specify the Bank Account number in the Application Form.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one Bank Account, a maximum of five Application Forms can be submitted.
- (f) ASBA Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained. In case applicant applying through Application Collecting Intermediary other than SCSB, after verification and upload, the Application Collecting Intermediary shall send to SCSB for blocking of fund
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/Partial/Non Allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account

and may unblock the excess amount, if any, in the ASBA Account.

- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- (d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by an Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.

- (a) All communications in connection with Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicants should contact the Registrar to the Issue.
 - ii. In case of ASBA applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
 - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- (b) The following details (as applicable) should be quoted while making any queries -
 - i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application. For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

- (b) RII may revise / withdraw their applications till closure of the Issue period.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

Revision Form – R

COMMON REVISION FORM	SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - REVISION - R	FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS
 To, The Board of Directors SHIVA GRANITO EXPORT LIMITED Address: 8, Bhatti Ki Bani, Udaipur, Rajasthan - 313 001, India Contact Details: Tel. No. 0294-2427577, Fax No. 0294-2414463, CIN: U14200RJ2015PLC048974		FIXED PRICE SME ISSUE ISIN-INE191V01015 Date: _____
Application Form No. _____		
BROKER'S / SCSB / DP / RTA STAMP & CODE 	SUB-BROKER'S / SUB AGENT'S STAMP & CODE 	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ _____ Age _____ Tel. No (with STD code)/Mobile _____ 2. PAN OF SOLE/FIRST APPLICANT _____ 3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL _____ For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID
SCSB / BANK BRANCH STAMP & CODE 	SCSB / BANK BRANCH SERIAL NO. 	
PLEASE CHANGE MY APPLICATION ☐ PHYSICAL		
4. FROM (as per last Application or Revision)		
Options	No. of Equity Shares applied (Application must be in multiples of 10,000 equity shares) (In Figures)	Price per Equity Share (₹) 12/- (In Figures)
	7 6 5 4 3 2 1	Issue Price 4 3 2 1 Discount, if any 4 3 2 1 Net Price 4 3 2 1
Option 1		
(OR) Option 2	NOT APPLICABLE	NOT APPLICABLE
(OR) Option 3	NOT APPLICABLE	NOT APPLICABLE
5. TO (Revised Application)		
Options	No. of Equity Shares applied (Application must be in multiples of 10,000 equity shares) (In Figures)	Price per Equity Share (₹) 12/- (In Figures)
	7 6 5 4 3 2 1	Issue Price 4 3 2 1 Discount, if any 4 3 2 1 Net Price 4 3 2 1
Option 1		
(OR) Option 2	NOT APPLICABLE	NOT APPLICABLE
(OR) Option 3	NOT APPLICABLE	NOT APPLICABLE
6. PAYMENT DETAILS		
PAYMENT OPTION : Full Payment		
Amount Paid (₹ in Figures)	(₹ in words) _____	
ASBA Bank A/c No.		
Bank Name & Branch		
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVER LEAF.		
7 A. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____, 2016	7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
TEAR HERE		
 SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - REVISION - R		
Acknowledgement Slip for Broker/SCSB/DP/RTA		Application Form No. _____
DPID / CLID	PAN	_____
Additional Amount Paid (₹ in figures)		Bank & Branch
ASBA Bank A/c No.		SCSB Branch Stamp & Signature
Received from Mr./Ms.		
Telephone / Mobile	Email	
TEAR HERE		
SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - REVISION - R	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Applicant
No. of Equity Shares	Option 1 Option 2 Option 3	
Issue Price		
Additional Amount Paid (₹)		
ASBA Bank A/c No.: _____		Application Form No.
Bank & Branch: _____		

Revision Form – NR

COMMON REVISION FORM	SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - REVISION - NR	FOR NON RESIDENT INCLUDING ELIGIBLE NRIs, FPIs OR FVCI ETC. APPLYING ON A REPATRIATION BASIS
 To, The Board of Directors SHIVA GRANITO EXPORT LIMITED Address: 8, Bhatli Ki Bauri, Udaipur, Rajasthan - 313 001, India. Contact Details: Tel. No. 0294-2427577, Fax No. 0294-2414463, CIN: U14200RJ2015PLC048974		FIXED PRICE SME ISSUE ISIN-INE191V01015 Date: _____
Application Form No. _____		
BROKER'S / SCSE / DP / RTA STAMP & CODE 	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE 	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ _____ _____ Age _____ Tel. No (with STD code)/Mobile _____ 2. PAN OF SOLE/FIRST APPLICANT _____ 3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL _____ For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID
SCSE / BANK BRANCH STAMP & CODE 		SCSE / BANK BRANCH SERIAL NO.
PLEASE CHANGE MY APPLICATION ☐ PHYSICAL		
4. FROM (as per last Application or Revision)		
Options Option 1 (OR) Option 2 (OR) Option 3	No. of Equity Shares applied (Application must be in multiples of 10,000 equity shares) (In Figures) 7 6 5 4 3 2 1 NOT APPLICABLE NOT APPLICABLE	Price per Equity Share (₹) 12/- (In Figures) Issue Price Discount, if any Net Price 4 3 2 1 4 3 2 1 4 3 2 1 NOT APPLICABLE NOT APPLICABLE NOT APPLICABLE
5. TO (Revised Application)		
Options Option 1 (OR) Option 2 (OR) Option 3	No. of Equity Shares applied (Application must be in multiples of 10,000 equity shares) (In Figures) 7 6 5 4 3 2 1 NOT APPLICABLE NOT APPLICABLE	Price per Equity Share (₹) 12/- (In Figures) Issue Price Discount, if any Net Price 4 3 2 1 4 3 2 1 4 3 2 1 NOT APPLICABLE NOT APPLICABLE NOT APPLICABLE
6. PAYMENT DETAILS		
Amount Paid (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____ _____ _____		
PAYMENT OPTION : Full Payment		
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVER LEAF.		
7.A. SIGNATURE OF SOLE / FIRST APPLICANT _____ Date: _____, 2016	7.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSE to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	BROKER / SCSE / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System) _____
TEAR HERE		
 SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - REVISION - NR		
Acknowledgement Slip for Broker/SCSE/DP/RTA		Application Form No. _____
DPID / CLID _____	PAN _____	Additional Amount Paid (₹ in figures) _____ Bank & Branch _____ ASBA Bank A/c No. _____ Received from Mr./Ms. _____ Telephone / Mobile _____ Email _____
SCSE Branch Stamp & Signature _____ _____		
TEAR HERE		
SHIVA GRANITO EXPORT LIMITED - PUBLIC ISSUE - REVISION - NR	Option 1 Option 2 Option 3 No. of Equity Shares _____ Issue Price _____ Additional Amount Paid (₹) _____ ASBA Bank A/c No.: _____ Bank & Branch: _____	Stamp & Signature of Broker / SCSE / DP / RTA _____ Name of Sole / First Applicant _____ Acknowledgment Slip for Applicant Application Form No. _____

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION REVISION ‘FROM’ AND ‘TO’

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- (b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed 2,00,000 due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

- (a) All Applicants are required to make payment of the full application amount along with the Revision Form.
- (b) In case of applications submitted by ASBA Applicant, Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
All investors Application	To the Application Collecting Intermediaries as mentioned in the Prospectus/ Application Form

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5.1 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 10,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;

- Applications by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/First Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date , unless the extended time is permitted by BSE
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the SME Platform of BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- (a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category x number of Shares applied for).
- (b) The number of Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (c) For applications where the proportionate allotment works out to less than 10,000 equity shares the allotment will be made as follows:
 - i. Each successful Applicant shall be allotted 10,000 equity shares; and
 - ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- (d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 10,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 10,000 equity shares subject to a minimum allotment of 10,000 equity shares.
- (e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 10,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
- (f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:
 - i. As per Regulation 43(4) of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - ii. The balance net offer of shares to the public shall be made available for allotment to
 - individual applicants other than retails individual investors and
 - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.
 - iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director / Authorised Person of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to

ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.** Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred by SCSB's to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 5 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 5 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the

entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009.
Anchor Investor Portion	Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the Lead Manager, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Collecting Intermediaries	i) an SCSB, with whom the bank account to be blocked, is maintained ii) a syndicate member (or sub-syndicate member) if any iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') if any iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Supported by Blocked Amount/(ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
ASBA Applicant	Prospective /Applicants in the Issue who apply through ASBA
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as

Term	Description
	Banker to the Issue with whom the Public Issue Account may be opened, and as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise.
Applicant	Any prospective investor (including an ASBA Applicant) who makes an application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to an Applicant should be construed to mean an Bidder/ Applicant
Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/ Prospectus and the Bid Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extant notified)
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details

Term	Description
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on- http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus / Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details / Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the

Term	Description
	RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI ICDR Regulations, 2009
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be

Term	Description
	allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants)
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement entered into between the Underwriters and our Company
Working Day	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 Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2015 (“FDI Policy 2015”), which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force and effect as on May 11, 2015. However, press note 4 of (2015 Series), dated April 24, 2015, regarding policy on foreign investment in pension sector, will remain effective. Further, DIPP has issued a press note No. 12 (2015 Series) dated November 24, 2015 which introduces a few changes in the consolidated FDI Policy issued on May 12, 2015, and as amended from time to time. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, the consolidated FDI Policy 2015 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“RBI”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian Company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian Company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current consolidated FDI Policy of 2015, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include (i) the activities of the investee Company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“U.S. Securities Act”) or any 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 “U.S. Persons” as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of U.S. 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 compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue or otherwise in respect of the Bonds, 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 Issue or otherwise in respect of the Bonds.

Any forwarding, distribution or reproduction of this document in whole or in part is 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 of the Bonds 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 application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II to the Companies Act and the SEBI Regulations, the main provisions of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles:

Sr. No	Particulars	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Applicable.
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) “These Articles” means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) “Auditors” means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) *“The Company” shall mean “SHIVA GRANITO EXPORT LIMITED”	
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender

Sr. No	Particulars	
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	Special Resolution
	(x) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents

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	(aa) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(bb) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	
3.	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	Authorized Capital.
	b) The minimum paid up Share capital of the Company shall be Rs.5,00,000/- or such other higher sum as may be prescribed in the Act from time to time.	
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares

Sr. No	Particulars	
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital	Provisions to apply on issue of Redeemable Preference Shares
10.	The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	Reduction of capital
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures

Sr. No	Particulars	
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division And Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
	MODIFICATION OF CLASS RIGHTS	
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	Modification of rights

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	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	Shares at the disposal of the Directors.
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as full paid-up
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall	Deposit and call etc.to be a debt payable

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	be paid by him, accordingly.	immediately.
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	CERTIFICATES	
28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the	Share Certificates.

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	person, to whom it has been issued, indicating the date of issue. (b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act. (c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.	
29.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	Issue of new certificates in place of those defaced, lost or destroyed.
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	The first named joint holder deemed Sole holder.
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board	Company not bound to recognise any interest in share other than that of registered holders.

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	shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on shares to be duly paid.
	UNDERWRITING AND BROKERAGE	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	Directors may make calls
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
39.	The Board may, from time to time, at its discretion, extend the time fixed	Directors may

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	for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	extend time.
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Proof on trial of suit for money due on shares.
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.
44.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced	Payments in Anticipation of calls may carry interest

Sr. No	Particulars	
	or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	
	LIEN	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	Company to have Lien on shares.
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in	If call or installment not paid, notice may be given.

Sr. No	Particulars	
	whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	Terms of notice.
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.

Sr. No	Particulars	
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
	TRANSFER AND TRANSMISSION OF SHARES	
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.

Sr. No	Particulars	
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	Transfer not to be registered except on production of instrument of transfer.
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	Directors may refuse to register transfer.
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the	Closure of Register of Members or debentureholder or other security holders..

Sr. No	Particulars	
	Board.	
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
71.	(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares. (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	Recognition of legal representative.
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member.	Titles of Shares of deceased Member

Sr. No	Particulars	
	However, provisions of this Article are subject to Sections 72of the Companies Act.	
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	Registration of persons entitled to share otherwise than by transfer. (transmission clause).
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	Company not liable for disregard of a notice prohibiting registration of transfer.
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.

Sr. No	Particulars	
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
	NOMINATION	
80.	i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination. ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	Nomination
81.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be; (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.	Transmission of Securities by nominee
	DEMATERIALISATION OF SHARES	

Sr. No	Particulars	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialisation of Securities
	JOINT HOLDER	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	Joint Holders
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	SHARE WARRANTS	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
86.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of	Deposit of share warrants

Sr. No	Particulars	
	deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	
87.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	Privileges and disabilities of the holders of share warrant
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
	CONVERSION OF SHARES INTO STOCK	
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	Conversion of shares into stock or reconversion.
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	Transfer of stock.
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	Regulations.
	BORROWING POWERS	
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans,	Power to borrow.

Sr. No	Particulars	
	overs, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in	Indemnity may be given.

Sr. No	Particulars	
	respect of such liability.	
	MEETINGS OF MEMBERS	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
104.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the	Chairman with consent may adjourn meeting.

Sr. No	Particulars	
	business to be transacted at an adjourned meeting.	
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
VOTES OF MEMBERS		
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such	Postal Ballot

Sr. No	Particulars	
	authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
114.	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Votes of joint members.
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.

Sr. No	Particulars	
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Time for objections to votes.
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution. The Following shall be the first Director of the Company: 1. Suresh Upadhyay 2. Abhishek Upadhyay 3. Abhinav Upadhyay	Number of Directors
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification

Sr. No	Particulars	
		shares.
127.	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	Nominee Directors.
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.

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132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
	PROCEEDING OF THE BOARD OF DIRECTORS	
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	Chairperson
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
139.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson	Chairperson of Committee

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	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.	Meetings
140.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Meetings of the Committee
141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
	RETIREMENT AND ROTATION OF DIRECTORS	
142.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
	POWERS OF THE BOARD	
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property , rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part	To take on Lease.

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	of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for	To conduct legal proceedings.

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	payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company.
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute	Transfer to Reserve Funds.

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	discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	To appoint and remove officers and other employees.
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	To appoint Attorneys.
	(21) Subject to Sections 188 of the Act, for or in relation to any of the	To enter into

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	matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	contracts.
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to	

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	guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. (34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested. (36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	
	MANAGING AND WHOLE-TIME DIRECTORS	
145.	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to	Powers to appoint Managing/ Wholetime Directors.

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	manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.	
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	Remuneration of Managing Director or Wholetime Director.
147.	(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board. (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers. (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles. (4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit. (5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the	Powers and duties of Managing Director or Whole-time Director.

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	Directors of the Company.	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
148.	a) Subject to the provisions of the Act,— i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	THE SEAL	
149.	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.	The seal, its custody and use.
150.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	Dividend and Reserves	
151.	(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (3) All dividends shall be apportioned and paid proportionately to the	Division of profits.

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	amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
153.	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Transfer reserves to
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
155.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles .
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or	No Member to receive dividend whilst indebted to the company and

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	persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	the Company's right of reimbursement thereof.
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
162.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Dividends how remitted.
163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
	CAPITALIZATION	
165.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such members respectively; (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or (iii) partly in the way specified in sub-clause (i) and partly in that	Capitalization.

Sr. No	Particulars	
	specified in sub-clause (ii). (3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares. (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	
166.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall — (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and (b) generally to do all acts and things required to give effect thereto. (2) The Board shall have full power - (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares. (3) Any agreement made under such authority shall be effective and binding on all such members. (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	Fractional Certificates.
167.	(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges. (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	Inspection of Minutes Books of General Meetings.
168.	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,	Inspection of Accounts

Sr. No	Particulars	
	shall be open to the inspection of members not being directors. b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	
	FOREIGN REGISTER	
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	
172.	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
	INDEMNITY	
173.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract	Directors' and others right to indemnity.

Sr. No	Particulars	
	entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	
174.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	Not responsible for acts of others
	SECRECY	
175.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 8, Bhatt Ji Ki Baari, Udaipur-313001, India from date of filing this Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated May 20, 2016 between our Company and the Lead Manager.
2. Agreement dated May 20, 2016 between our Company and Bigshare Services Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated May 20, 2016 between our Company and Underwriter viz. Lead Manager.
4. Market Making Agreement dated May 20, 2016 between our Company, Market Maker and the Lead Manager.
5. Bankers to the Issue Agreement dated May 20, 2016 amongst our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated June 28, 2016
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated June 30, 2016

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Resolution of the Board dated April 07, 2016 authorizing the Issue.
3. Special Resolution of the shareholders passed at the EGM dated April 26, 2016 authorizing the Issue.
4. Statement of Tax Benefits dated May 23, 2016 issued by our Peer Reviewed Auditor M/s. Doshi Maru & Associates, Chartered Accountants.
5. Report of the Peer Reviewed Auditor, M/s. Doshi Maru & Associates, Chartered Accountants, dated May 23, 2016 on the Restated Financial Statements for the period ended as on March 31, 2016 and December 30, 2015 and financial year ended as on March 31, 2015, 2014, 2013 and 2012 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditors, Chief Financial Officer, Peer Reviewed Auditors, Legal Advisor to the Issue, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue and Refund Banker to the Issue, and Banker to the Company to act in their respective capacities.
7. Copy of approval from BSE Limited vide letter dated July 14, 2016 to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE Limited.
8. Due Diligence Certificate dated June 06, 2016 from Lead Manager to BSE Limited.

None of the contracts or documents mentioned in this Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

Signed by all the Directors, Chief Financial Officer and Company Secretary and Compliance Officer of our Company.

Name and designation	Signature
<i>Suresh Upadhyay</i> <i>Chairman & Wholetime Director</i>	Sd/-
<i>Abhishek Upadhyay</i> <i>Managing Director</i>	Sd/-
<i>Vinod Kumar Jain</i> <i>Independent Director</i>	Sd/-
<i>Asha Upadhyay</i> <i>Non Executive Director</i>	Sd/-
<i>Meeta Raina</i> <i>Independent Director</i>	Sd/-

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company

Sd/-

Abhinav Upadhyay
Chief Financial Officer

Sd/-

Youdhveer Singh Rathore
Company Secretary & Compliance Officer

Place: Udaipur
Date: August 12, 2016.

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Mangalam Seeds Limited	5.70	50.00	August 12, 2015	55.00	15.20% (-6.87%)	71.25% (42.50%)	44.50% (-11.72%)
2.	Sri Krishna Constructions (India) Limited	11.34	45.00	October 01, 2015	39.90	-2.22% (1.66%)	-0.89% (-1.00%)	-26.00% (-5.04%)
3.	Patdiam Jewellery Limited	5.00	38.00	October 16, 2015	43.00	61.84% (-5.34%)	63.03% (-8.97%)	163.16%(-5.83%)
4.	Vidli Restaurants Limited	1.31	10.00	February 15, 2016	12.00	149.50 % (4.23%)	174.50% (8.91%)	Not Applicable
5.	Ruby Cables Limited	10.50	50.00	April 13, 2016	50.90	0.00% (-0.54%)	-18.40% (8.51%)	Not Applicable
6.	Sysco Industries Limited	2.17	10.00	April 13, 2016	12.00	117.50%(-0.54%)	92.00% (8.51%)	Not Applicable
7.	Lancer Container Lines Limited	1.848	12.00	April 13, 2016	12.60	32.08%(-0.54%)	31.25% (8.51%)	Not Applicable
8.	Yash Chemex Limited	2.51	23.00	June 20, 2016	23.85	18.26% (3.90%)	Not Applicable	Not Applicable
9.	Titaanium Ten Enterprise Limited	2.74	15.00	July 14, 2016	16.00	Not Applicable	Not Applicable	Not Applicable
10.	Commercial Syn Bags Limited	7.66	24.00	July 14, 2016	28.80	Not Applicable	Not Applicable	Not Applicable

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
5. As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30 th Calendar day from listing date			Nos of IPOs trading at premium on 30 th Calendar day from listing date			Nos of IPOs trading at discount on 180 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
13-14	*1	6.855	-	-	-	-	1	-	-	-	-	-	1	-
14-15	**5	56.844	-	-	-	-	-	5	-	-	-	-	2	3
15-16	***9#	54.01	-	-	1	2	2	4	-	-	2	3	3	-
16-17	****6##	27.41	-	-	-	1	1	2	-	-	-	-	-	-

*The scripts of Si. Vi. Shipping Corporation Limited was listed on March 6, 2014.

**The scripts of Women's Next Loungeries Limited, Ultracab (India) Limited, Momai Apparels Limited, Jet Infraventure Limited and Supreme(India) Impex Limited were listed on April 21, 2014, October 10, 2014, October 16, 2014, November 25, 2014, and March 31, 2015 respectively.

***The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

****The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited and Commercial Syn Bags Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016 and July 14, 2016 respectively.

#The Scripts of Vidli Restaurants Limited have not completed 180 Days from the date of Listing.

The Scripts of Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited and Commercial Syn Bags Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 30 Days and 30 Days respectively from the date of listing.