

Draft Prospectus

Dated: March 18, 2016

Please read Section 26 of the Companies Act, 2013

100% Fixed Price Issue

**Sprayking Agro Equipment Limited**

Our Company was incorporated as “Sprayking Agro Equipment Private Limited” at Dared, Jamnagar, Gujarat as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated February 17, 2005 bearing Corporate Identification Number U29219GJ2005PTC45508 issued by Registrar of Companies, Gujarat. Subsequently, our Company was converted into Public Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on February 1, 2016 and name of our Company was changed to “Sprayking Agro Equipment Limited” pursuant to issuance of fresh Certificate of Incorporation dated March 4, 2016. The Corporate Identification Number of our Company is U29219GJ2005PLC045508. 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 60 and 152 respectively of this Draft Prospectus.

Registered Office: GIDC, Phase II, Plot No. 590, Dared, Jamnagar, Gujarat-361005, India.

Tel. No.: +91 288 2730750; **Fax No.:** +91 288 2730225

Company Secretary and Compliance Officer: [●]

Email: info@spraykingagro.com ; **Website:** www.spraykingagro.com

PROMOTERS OF OUR COMPANY: PRAGJIBHAI PATEL, HITESHKUMAR DUDHAGARA AND RONAKBEN DUDHAGARA

THE ISSUE

PUBLIC ISSUE OF 8,88,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH (“EQUITY SHARES”) OF SPRAYKING AGRO EQUIPMENT LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. 21 PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. 11 PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING RS. 186.48 LAKHS (“THE ISSUE”), OF WHICH 48,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 21 PER EQUITY SHARE, AGGREGATING RS. 10.08 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 8,40,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 21 PER EQUITY SHARE, AGGREGATING RS. 176.40 LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.99% AND 26.48% 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. 21 IS 2.1 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 details in this regard, specific attention is invited to the chapter titled “Issue Procedure” beginning on page 270 of this Draft 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 “The Issue” beginning on page 59 of this Draft 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 and the Issue price of Rs. 21 per Equity Share is 2.1 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 113 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the Company 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 Draft Prospectus. **Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 16 of this Draft Prospectus.**

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares of our Company offered through this Draft Prospectus are proposed to be listed on the SME platform of BSE Limited (“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 [●] from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, SME Platform of the BSE shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE**PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED**

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

Tel: +91-22 6194 6725/18

Fax: +91-22 2659 8690

Website: www.pantomathgroup.com

Email: ipo@pantomathgroup.com

Investor Grievance Id: ipo@pantomathgroup.com

Contact Person: Mr. Saahil Kinkhabwala

SEBI Registration No: INM000012110

**REGISTRAR TO THE ISSUE****SHAREX DYNAMIC (INDIA) PRIVATE LIMITED**

Unit-I, Luthra Ind. Premises, 1st Floor,
44-E, M Vasanti Marg, Andheri-Kurla Road,
Safed Pool, Andheri (E),
Mumbai – 400072

Tel: +91 22 28515606/44

Fax: +91 22 28512885

E-mail: sharexindia@vsnl.com

Contact Person: Mr. K C. Ajitkumar

SEBI Registration No.: INR000002102

Investor Grievance E-mail: sprayking.ipo@sharexindia.in

**ISSUE PROGRAMME**

ISSUE OPENS ON [●]

ISSUE CLOSES ON [●]



Table of Contents

SECTION I – GENERAL	2
DEFINATION AND ABBREVIATION	2
PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA	13
FORWARD LOOKING STATEMENT	15
SECTION II – RISK FACTORS	16
SECTION III – INTRODUCTION	38
SUMMARY OF INDUSTRY	38
SUMMARY OF BUSINESS	49
SUMMARY OF FINANCIAL STATEMENTS	54
THE ISSUE	59
GENERAL INFORMATION	60
CAPITAL STRUCTURE	67
OBJECTS OF THE ISSUE	109
BASIS FOR ISSUE PRICE	113
STATEMENT OF POSSIBLE TAX BENEFIT	115
SECTION IV – ABOUT THE COMPANY	117
OUR INDUSTRY	117
OUR BUSINESS	136
KEY INDUSTRY REGULATIONS AND POLICIES	146
OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS	152
OUR MANAGEMENT	155
OUR PROMOTER AND PROMOTER GROUP	168
OUR GROUP ENTITIES	174
DIVIDEND POLICY	175
RELATED PARTY TRANSACTIONS	176
SECTION V – FINANCIAL STATEMENTS	177
FINANCIAL STATEMENTS AS RE-STATED	177
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION	229
FINANCIAL INDEBTEDNESS	239
SECTION VI – LEGAL AND OTHER INFORMATION	243
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	243
GOVERNMENT AND OTHER STATUTORY APPROVALS	249
OTHER REGULATORY AND STATUTORY DISCLOSURES	252
SECTION VII – ISSUE INFORMATION	263
TERMS OF THE ISSUE	263
ISSUE STRUCTURE	268
ISSUE PROCEDURE	270
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	312
SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION	314
SECTION IX – OTHER INFORMATION	358
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	358
DECLARATION	360



SECTION I – GENERAL DEFINITION AND ABBREVIATION

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

Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time
Auditor or Statutory Auditor or Peer Review Auditor	The auditor, statutory auditor and peer review auditor of our Company, being M/s. Doshi Maru & Associates, Chartered Accountants
Bankers to our Company	Such banks which are disclosed as bankers to our Company in the chapter titled “ <i>General Information</i> ” on page 60 of this Draft 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	[•]
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 Entities</i> ” beginning on page 173 of this Draft Prospectus
Hiteshkumar Dudhagara	Hiteshkumar Dudhagara (earlier known as Hiteskumar Patel)
Jigneshbhai Patel	Jigneshbhai Patel (earlier known as Jigneshbhai Pipariya)
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time
Nathalal Patel Group	Includes Nathalal Patel, Jigneshbhai Patel, Dudhiben Patel, Vandanaaben Patel and Jatinkumar Patel severally and/or jointly each/all of them
Pragjibhai Patel Group	Includes Pragjibhai Patel, Hiteshkumar Dudhagara, Ronakben Patel, Parvatiben Patel, Bhavikaben Patel and Kalpanaben Patel severally and/or jointly each/all of them
Premjibhai Patel Group	Includes Premjibhai Patel, Jasminbhai Patel, Laxmiben Patel, Rameshbhai Patel, Rekhaben Patel, Nitalben Patel and Kaushikbhai Patel severally and/or jointly each/all of them
“Promoter”, “Promoters” or “our Promoters”	Promoter of our Company being Pragjibhai Patel, Hiteshkumar Dudhagara and Ronakben Dudhagara



Term	Description
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 “Promoters and Promoter Group” on page 168 The Promoter Group of our Company does not include Meghjiibhai Patel, Shivabhai Patel, Panchabhai Patel, Parsotambhai Patel, Odhavjiibhai Patel, Jayaben Patel, Rudabhai Patel, Muriben Patel, Ramjiibhai Patel, Chhaganbhai Patel, Diwaliben Patel, Pamuben Patel, Jayaben Patel, Ramuben Patel, Liliben Patel, Ramnikbhai Gajera, Manjuben Gajera, Jaimin Gajera and Darshana Moliya relatives of Pragjiibhai Patel, Hiteshkumar Dudhagara and Ronakben Dudhagara and/or any entity(ies) in which these persons, severally or jointly may have an interest.
Registered Office	The Registered office of our Company situated at GIDC, Phase II, Plot No. 590, Dared, Jamnagar, Gujarat, India 361005
RoC / Registrar of Companies	Registrar of Companies, Gujarat at Ahmedabad, located at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013
Ronakben Dudhagara	Ronakben Dudhagara (earlier known as Ronakben Patel)
Shareholders	Shareholders of our Company
“Sprayking Agro Equipment Limited”, or “the Company” ,or “our Company” or “we”, “us”, “our”, or “Issuer” or the “Issuer Company”	Sprayking Agro Equipment Limited, a public limited company incorporated under the provisions of the Companies Act, 1956

Issue Related Terms

Term	Description
Allocation / Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants
Allotment / Allot / Allotted	Issue and allotment of Equity Shares of our Company pursuant to Issue of the Equity Shares to the successful Applicants
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 Draft 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 Draft 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



Term	Description
	4. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) 5. a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue
ASBA / Application Supported by Blocked Amount	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad
ASBA Investor/ASBA applicant	Any prospective investor(s) / applicants(s) in this Issue who apply(ies) through the ASBA process
Banker(s) to the Issue.	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being ICICI Bank
Bankers to the Issue Agreement	Agreement entered on [●] amongst our Company, Lead Manager, the Registrar and Banker to the Issue for collection of the Application Amount on the terms and conditions thereof
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
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 270 of this Draft Prospectus
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996



Term	Description
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI 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 Stock Exchange	SME Platform of BSE Limited
Draft Prospectus	The Draft Prospectus dated March 18, 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 Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI.
First / Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
Issue/ Issue Size/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 8,88,000 Equity Shares of face value of Rs. 10/- each fully paid of Sprayking Agro Equipment Limited for cash at a price of 21/- per Equity Share (including a premium of Rs. 11/- per Equity Share) aggregating Rs. 186.48 lakhs.
Issue Agreement	The agreement dated March 15, 2016 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing date	The date on which Issue closes for subscription
Issue Opening Date	The date on which Issue opens for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being 21/- 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. 186.48 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 [•] between our Company, Lead Manager and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being [•], who has agreed to receive or deliver the specified securities in the market making process for a period of three years



Term	Description
	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 48,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of 21/- per Equity Share aggregating Rs. 10.08 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 8,40,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of 21/- per Equity Share aggregating 176.40 lakhs by our Company
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
Non Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue
Person / Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus to be filed with RoC containing, <i>inter-alia</i> , the issue size, the issue opening and closing dates and other information
Public Issue Account	Account opened with the Banker to the Issue i.e. ICICI Bank 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	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital investor registered with the Board, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the Board; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore rupees; National Investment Fund set up



Term	Description
	by resolution No. F. No. 2/3/2005 - DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Refund through electronic transfer of funds	Refund through ASBA process, as applicable
Registrar / Registrar to the Issue	Registrar to the Issue, in this case being Sharex Dynamic (India) Private Limited having registered office at Unit-I, Luthra Ind. Premises, 1 st Floor, 44-E, M Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai – 400072
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 list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised Intermediaries 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
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated March 15, 2016 entered into between the Underwriter and our Company
Working Day	(i) Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; (ii) Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016



Technical and Industry Related Terms

Terms	Description
AC	After Christ
ARMs	Additional Revenue Measures
ASPIRE	A scheme for Promoting Innovation and Rural Entrepreneurs
BBB	Better Business Bureaus
BC	Before Christ
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	High Tech Computer Corporation
IIMK	Indian Institute of Management Kozhikode
IIP	Index of Industrial Production
IMF	International Monetary Fund
JV	Joint Venture
MAT	Minimum Alternative Tax
M-o-M	Month-On-Month
MSECDP	Micro and Small Enterprises- Cluster Development Programme
MSMEs	Micro, Small and Medium Enterprises
MSMEs	Micro, Small & Medium Enterprises
MYEA	Mid-Year Economic Analysis
NITI	The National Institution for Transforming India
NMP	National Manufacturing Policy
OIL	Oil India Limited
ONGC	Oil and Natural Gas Corporation
PC	Pay Commission



Terms	Description
PMEGP	Prime Minister's Employment Generation Programme
PMMY	Pradhan Mantri MUDRA Yojana
PPP	Purchasing Power Parity
RIRI	Rational Investor Ratings Index
SFURTI	Scheme of Fund for Regeneration of Traditional Industries
SMEs	Small And Medium Enterprises
TADF	Technology Acquisition and Development Fund
UAM	Udyog Aadhaar Memorandum
UAN	Udyog Aadhaar Number
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
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



Term	Description
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
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 “ <i>Our Management</i> ” beginning on page 155 of this Draft 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



Term	Description
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
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



Term	Description
UIN	Unique Identification Number
US/ U.S. / USA/United States	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India
WDV	Written Down Value
WTD	Whole-time Director
w.e.f.	With effect from
YoY	Year over year

Notwithstanding the following: -

- i. In the chapter titled “*Main Provisions of the Articles of Association*” beginning on page 314 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the chapter titled “*Financial Statements as Restated*” beginning on page 176 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- iii. In the chapter titled “*Risk Factors*” beginning on page 16 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- iv. In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 115 of this Draft 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 229 of this Draft 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 Draft 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 176 this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

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

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, 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 176 of this Draft Prospectus.

CURRENCY OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Draft Prospectus have been obtained from internal Company reports and Industry publications inter alia Economic Survey, , India Brand Equity Foundation etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

Further the extent to which the market and industry data presented in this Draft Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such



data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.



FORWARD LOOKING STATEMENT

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

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

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 16 and 229 respectively of this Draft 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 Draft Prospectus. Neither we, our Directors, Lead Manager, Underwriters nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the LM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.



SECTION II – RISK FACTORS

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

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “*Our Business*” beginning on page 136, “*Our Industry*” beginning on page 117 and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 229 respectively, of this Draft Prospectus as well as other financial information contained herein.

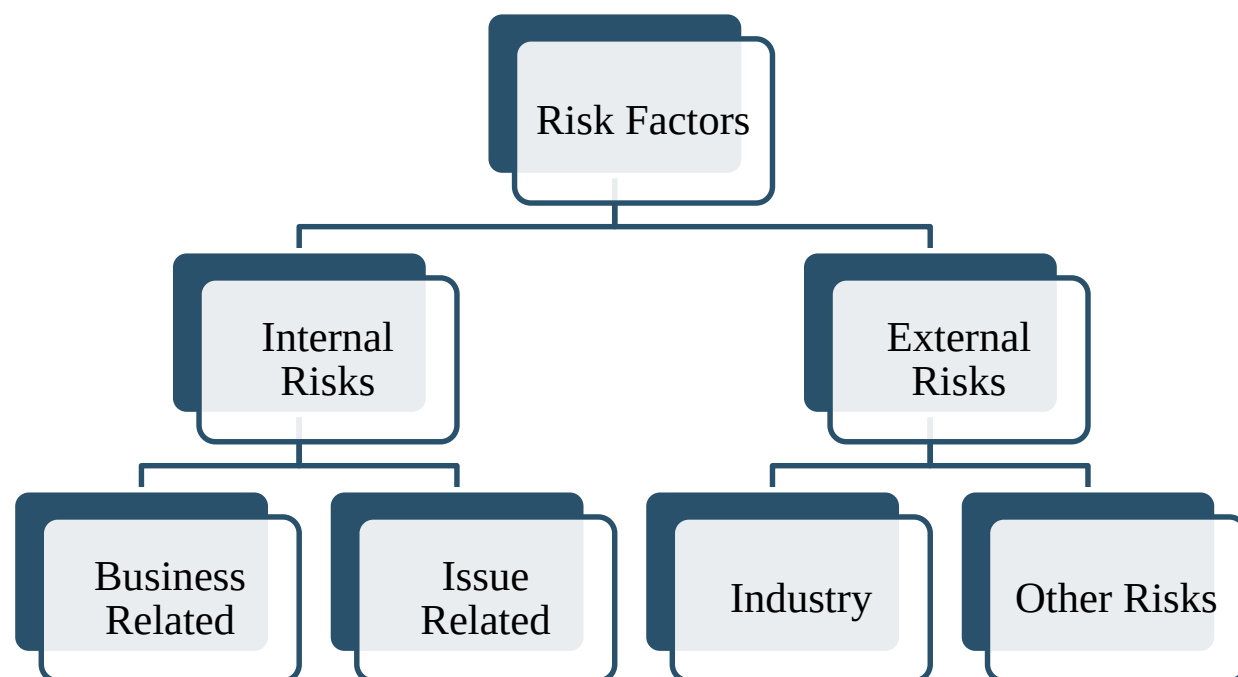
The following factors have been considered for determining the materiality of Risk Factors:

- 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 Draft 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 Abbreviation*” beginning on page 2 of this Draft Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.



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



Internal Risks

Business Related

- 1. Our Company is involved in various litigations and penalties have been imposed on our Company and director.***

Our Company is involved in certain litigations which are pending at different levels of adjudications. In a case pertaining to excise duty our Company was issued a show cause notice dated April 28, 2011. In terms of the said notice our Company was availing the benefits of notification No. 84/94CE and 67/1995-CE. Notice further stated that the Company has knowingly indulge itself in the acts of evasion of central excise duty on intermediate goods used in the manufacture of exempted finished goods for which no exemption was available under captive consumption notification no. 67/1995-CE dated 16 March 1995 and therefore the Company is liable under Section 11AC of the Central Excise Act. Our Director Hiteshkumar Dudhagara was hold responsible for the deposition of the excise duty. The said notice directed our Company to responds to as to why penalty of Rs. 1155.62 Lakhs shall not be imposed on the Company. Adjudicating authority confirmed the penalty on Company and the penalty of Rs. 5 lakhs on Director. Company filed an application for review of the orders of adjudicating authority. In the review order dated June 13, 2013 committee of chief commissioners upheld the penalty. Against the review order Company filed an appeal before CESTAT. After hearing the parties Hon'ble Tribunal held that the case needs a deeper consideration and stayed the penalties imposed on Company and director until final disposal of the appeal. For details of the said case and other litigation please refer to "*Outstanding Litigation and Material Developments*" on page 243 of this Draft Prospectus.



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	4	Nil	Nil	Nil	1155.62
Promoters							
By the promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the promoters	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	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	1	Nil	Nil	Nil	Nil	Nil	4.51

2. An increase in the prices of our basic raw materials i.e. Brass Scrap, Copper and Zinc will raise our manufacturing costs and could adversely affect our profitability.

We have no control on the prices of our basic raw material viz. Brass Scrap. The prices of Brass Scrap could fluctuate due to availability and demand. In the recent past, there have been wide fluctuations in the prices of critical raw material viz Brass Scrap, both at domestic and international levels. 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 scrap 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.

3. Our top 5 debtors constitutes more than 96% and 93 % of our revenue from operations for the period ending September 30, 2015 and year ended March 31, 2015 respectively

Our top 5 debtors contribute more than 96 % and 93% of our sales for the period ending September 30, 2015 and year ended March 31, 2015 respectively. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, 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. We believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers.

4. Underutilization of capacity of our existing Manufacturing Facility may adversely affect our business, results of operations and financial condition.

The capacities of various product types at our manufacturing plant have not been fully utilized over the last three financial years, the details of which are as follows:

Product Name	Installed (Metric Ton)	Actual (Metric Ton)		
		2012-13	2013-14	2014-15
Agriculture Brass Component		282.81	315.66	238.73
Plumbing Fitting & Sanitary Fittings		2.23	14.28	39.59
Total	450	285	330	278
Capacity Utilization (in %)		63%	73%	62%

Our Company currently has facilities for manufacturing of about 450 metric ton of brass equipment and components every years and out of which it is currently utilised to the extent of approximately 63% for 2012-13, 73% for 2013-14 and 62% for 2014-15. Due to lack of working capital and financial capabilities, we have not been fully utilising these capacities and we cannot assure that we shall be able to utilize our existing or proposed manufacturing facilities to their full capacity or up to an optimum capacity. Non-utilisation of the same may lead to loss of profits or can result in lower than expected margins, and may adversely affect our business, results of operations and financial condition. Even use of the proposed production capacity is subject to several variables like availability of raw material, power, water, proper working of machinery, orders on hand, supply / demand, manpower, etc.

5. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favorable terms at a future date, may have an adverse effect on our operations, profitability and growth prospects

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favorable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

Summary of our working capital position is given below:

Amount (Rs. In Lakhs)

Particulars	For the year ended				
	2011	2012	2013	2014	2015
A. Current Assets					
a. Inventories	361.24	288.92	338.61	674.47	685.41
b. Trade Receivables	43.12	67.51	81.10	38.32	21.28
c. Cash and Cash Equivalents	0.12	4.48	2.02	5.17	3.69



Amount (Rs. In Lakhs)

Particulars	For the year ended				
	2011	2012	2013	2014	2015
d. Short Term Loans & Advances	50.41	129.24	130.96	183.19	177.09
e. Other Current Assets	-	-	-	-	-
B. Current Liabilities					
a. Short Term Borrowings	12.90	74.66	71.54	151.03	226.41
b. Trade Payables	96.23	204.97	187.52	40.72	13.85
c. Other Current Liabilities	272.79	128.44	38.14	363.57	170.86
d. Short Term Provisions	2.11	0.75	0.80	16.04	1.66
Working Capital (A-B)	70.86	81.33	254.69	329.79	474.69
Inventories as % of total current assets	79.41%	58.95%	61.27%	74.85%	77.23%
Trade receivables as % of total current assets	9.48%	13.77%	14.67%	4.25%	2.40%

6. Ours is a High Volume-Low Margin Business

Our Company is into the growing phase of business cycle. Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results, debt service capabilities and financial conditions. Due to the nature of the products we sell, we may not be able to charge higher margins on our products. Hence, our business model is heavily reliant on our ability to effectively grow our turnover and manage our key processes including but not limited to raw material procurement, timely sales / order execution and continuous cost control of non core activities. For the period ended on September 30, 2015 and for the financial year 2014-15, 2013-14 and 2012-13 our revenue was Rs. 910.21 lakhs, 1,435.54 lakhs, 1,130.55 lakhs and 1,632.76 lakhs respectively. Our Profit before Tax Margin and Profit after Tax Margin were lower than 1% for each period. As part of our growth strategy, we have already initiated steps for increase our revenue of operations, and cater to wider markets. Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans, or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. For further details regarding the discussions and explanations for our past results, please refer to the chapter titled “*Management’s Discussions and Analysis of Financial Condition and Results of Operations*” on page 229 of this Draft Prospectus.

7. Our dependence on imported raw materials may affect our profitability. We are also subject to risks arising from exchange rate fluctuations.

We majorly meet our raw material requirements by procuring them from international markets. As on March 31, 2015, 56 percent of our raw material purchases comprised of imported brass scrap. Our dependence on imports may adversely affect our profitability in case the trade relations of India with any of countries from where raw materials are imported get strained in future or the suppliers face any sort of problems due to internal issues of producing countries.

Also significant exchange rate fluctuations may affect our Company's business as it may alter the costs of the imports significantly. 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 rendered 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.

- 8. *We have recently diversified our product portfolio into manufacturing of brass plumbing components. Due to lack of operating history in it, investors may not be able to assess our Company's prospects based on past results.***

Our Company was mainly engaged in manufacturing of Brass Agro Equipment and started manufacturing of brass plumbing components from the financial year 2012-13. Given our Company's limited operating history in brass plumbing components business, we may not have sufficient experience to address the risks included in business of plumbing components. Given the fragmented nature of the brass plumbing components sector, we often do not have complete information about our competitors and accordingly we may underestimate supply in the market. If we are unsuccessful in addressing such risks, our business may be materially and adversely affected. Accordingly, investors should consider our business and prospects in light of the risks, losses and challenges that we face in business of brass plumbing components and should not rely on our results of operations for any prior periods as an indication of our future performance

- 9. *Our Company was earlier run by three groups (Pragjibhai Patel Group, Premji Patel Group and Nathalal Patel Group). Premji Patel Group and Nathalal Patel Group have disassociated from our Company***

The business of the Company was earlier carried on by three groups; Pragjibhai Patel Group, Premji Patel Group and Nathalal Patel Group. Premji Patel Group and Nathalal Patel Group have disassociated themselves from our Company by transferring their Shares of our Company to Pragjibhai Patel Group and resigning their respective directors in 3rd Quarter of Financial year 2015. However there is no such formal agreement between them. Outgoing Groups may engage themselves in the same line of business as ours and there can be no assurance that outgoing Groups will not compete with us as there is no non compete agreement with them and thus it may affect our present and future business opportunities and could have a material adverse effect on our reputation, business, results of operations and financial condition.

- 10. *The Promoter Group of our Company does not include Meghjibhai Patel, Shivabhai Patel, Panchabhai Patel, Parsotambhai Patel, Odhavjibhai Patel, Jayaben Patel, Kalpanaben Patel, Bhavikaben Patel, Rudabhai Patel, Muriben Patel, Ramjibhai Patel, Chhaganbhai Patel, Diwaliben Patel, Pamuben Patel, Jayaben Patel, Ramuben Patel, Liliben Patel, Ramnikbhai Gajera, Manjuben Gajera, Jaimin Gajera and Darshana Moliya 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, Meghjibhai Patel, Shivabhai Patel, Panchabhai Patel, Parsotambhai Patel, Odhavjibhai Patel, Jayaben Patel, Rudabhai Patel, Muriben Patel, Ramjibhai Patel, Chhaganbhai Patel, Diwaliben Patel, Pamuben Patel, Jayaben Patel, Ramuben Patel, Liliben Patel, Ramnikbhai Gajera, Manjuben Gajera, Jaimin Gajera and Darshana Moliya 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.

- 11. *Our Promoters and members of the Promoter Group have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees,***



repayment of amounts due or termination of the facilities. Further, Premjibhai Patel Group and Nathalal Patel Group, the outgoing groups have also provided personal guarantees.

Our Promoters and members of the Promoter Group have provided personal guarantees in relation to certain loan facilities availed of by us. Further, Premjibhai Patel Group and Nathalal Patel Group; the outgoing groups have also provided personal guarantee. In the event that any of these guarantees are revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

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

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

Amount (Rs. in Lakhs)						
Particulars	Period ended September 30 2015	2015	2014	2013	2012	2011
Cash Flow from / (used in) Operating Activities	(11.61)	(99.77)	(67.71)	(113.73)	17.78	(101.79)
Cash Flow from / (used in) Investing Activities	(61.17)	(15.47)	(154.68)	(23.25)	(204.42)	(54.62)
Cash Flow from / (used in) Financing Activities	72.37	114.76	228.04	135.02	199.50	160.27

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.

13. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.

Our Company has not strictly complied with certain provisions of the Companies Act, 1956 and the Companies Act, 2013 and certain Accounting Standards such as non/delayed filing of forms, non-provision of gratuity etc. Although no show cause notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned Registrar of Companies in respect of above, penal actions may be taken against our Company and its directors, in which event the financials of the Company and its directors may be adversely affected.

14. The shortage or non - availability of water facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition

Our manufacturing processes requires substantial amount of water, particularly for self tempering and cooling process. Currently, our Company gets water from Local Authorities and also depends on water tankers in case of shortage. We have not made any alternate arrangements for supply of



water for our manufacturing facilities. Non availability of water may expose us to risk of production stoppage which would affect our financial condition.

- 15. 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. Further, our Company has delayed for 9 to 10 days in paying of installment amount of loan from SIDBI. For further information, see the chapter titled “*Financial Indebtedness*” on page 239 of the Draft Prospectus.

- 16. We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business, some of which are directly obtained by us and 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. Further a complete series of approvals may be and is required to be obtained for our manufacturing unit. Additionally our Company has not applied for change of name of the approvals mentioned in Government and Other Approvals Chapter. For more information, see section “*Government and Other Approvals*” on page 249 of this Draft Prospectus. If we fail to obtain any applicable approvals, licenses, 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. 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, licenses, registrations and permits issued to us/ our franchisees 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. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, which may adversely affect our business, financial condition, results of operations and prospects.

- 17. 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 also is 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.

18. *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 of the furnace etc. may result in accidents, which could cause injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations.

19. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.*

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 293.72 Lakhs as on September 30, 2015. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information please refer chapter titled “*Financial Indebtedness*” on page 239 of this Draft Prospectus.

20. *Our Company could not retrieve certain forms filed with the Registrar of Companies.*

Our Company was incorporated as a private limited company in 2005 under the provisions of the Companies Act, 1956. Due to change in methods of record keeping on account of technological advancement and computerisation, certain forms filed with ROC prior to the year 2006 like Return of Allotment, Incorporation forms, etc. could not be traced by the Company. Further online filing of RoC documents was initiated in the year 2006 and all forms prior to the said year were physically filed, hence these forms could not be retrieved from MCA also. 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 / destroyed records and to that extent the same could affect our Company adversely. Our Company has taken adequate efforts to search these forms by taking a physical search in the RoC.

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

End products made by using our brass equipment are majorly used in agricultural activities. Our customers may decide to seek alternative technology 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.

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



We believe that the industry in which we operate faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our 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 any 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

23. The shortage or non-availability of power facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.

Our manufacturing processes requires substantial amount of power facilities. The quantum and nature of power requirements of our industry and Company is such that it cannot supplemented / augmented by alternative / independent sources of power supply since it involves significant capital expenditure and per unit cost of electricity produced is very high in view of increasing oil prices and other constraints. We are mainly dependent on State Government for meeting our electricity requirements and get power supply by M/s. Paschim Gujarat Vij Company Limited. Since we are majorly dependent on third party power supply; there may be factors beyond our control affecting the supply of power. Any disruption / non availability of power shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

24. We are dependent upon the growth prospects of the industries, where end product made by using our product is used.

Our Company falls in to manufacturing of brass parts of agro equipment whose products have substantial demand from varied industries and their sub-sectors. Our products which we manufacture are used generally in making Agro Sprayer and currently find application in agriculture sector. We thus cater to the requirements of these industries and any slowdown in the growth rate or downward trend in any of these industries directly or indirectly impact our own growth prospects and may result in decline in profits and turnover of sales.

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

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

- a. Environment (Protection) Act, 1986
- b. Air (Prevention and Control of Pollution) Act, 1981



- c. Water (Prevention and Control of Pollution) Act, 1974
- d. Hazardous Waste Management & Handling Rules, 2008
- e. Other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Gujarat.

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

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

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

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

Further, disruptions of transportation services due to weather – related problems, strikes, 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.

27. Quality concerns could adversely impact our business.

The business of our Company is dependent on the trust our customers have in the quality of our products. Any goods sold by us to our customers, which do not comply with the quality specifications or standards prevalent in the business or market segment, may result in customer dissatisfaction, which may have an adverse effect on our sales and profitability

28. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirement and capital expenditures

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

29. Our Historical earnings have shown pattern of seasonal variability as the end product is used in the Agricultural Industry.

India, predominantly an agriculture-based economy, is largely dependent on the monsoon. India gets nearly half of its agricultural produce from the kharif season (June-September) compared to the rabi season (November-February), where the production is around less than half of total



production. Our Company is mainly into making of Agro Equipment, and end product ie Agro Sprayer is used in Agricultural sector. Our business supplies/operations relating to agricultural Sector are dependent on weather conditions which are uncertain and the effect of such uncertainty may materially affect the agricultural crops and cultivated products of our customers from agricultural sector, resulting into adverse effects on our incomes and results of operations.

30. Our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits and terrorism. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.

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 product defect/liability risk, loss of profits, losses due to terrorism, 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.

31. Our success depends largely upon the services of our Directors and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.

Our Directors have built relations with clients and other persons are connected with us. Our success is substantially dependent on the expertise and services of our Directors 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 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.



32. Our trademark is not registered under the Trade Marks Act and our ability to use the trademark may be impaired

Our Company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection. If our trademark is not registered it can allow any person to use a deceptively similar mark and market its product which could be similar to the products offered by us. Such infringement will hamper our business as prospective clients may go to such user of mark and our revenues may decrease.

33. Our Company has unsecured loans which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. Post disassociation the loans have been repaid to group

As on period ended on March 10, 2016 our Company has unsecured loans amounting to Rs.1.21 lakhs (except Jigneshnhai Patel) from our Directors and Promoters that are repayable on demand



to them. 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 'Annexure VII' 'Details of Long Term Borrowings as Restated' of chapter titled – "*Financial Statements as Restated*" beginning on page 176 of this Draft Prospectus.

34. Our success depends largely upon the services of our Directors, Promoters and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company

Our success is substantially dependent on the expertise and services of our Directors, 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.

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

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see "*Capital Structure*" and "*Our Management*" on pages 67 and 155, respectively, of this Draft Prospectus.

36. 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. Further Our Company has not received "No-Objection" certificate from our lenders to undertake this Issue. Non receipt of such "No Objection" certificate could lead to non compliance of the terms of loan agreements entered into by our Company with said lender

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.



Further, as on the date of the Draft Prospectus, we have not received “No Objection” certificates from the lender, HDFC Bank and SIDBI. We cannot assure you that the lender will grant us the “No-Objection” certificate for this Issue. Non-receipt of such “No Objection” certificate could lead to non-compliance of the terms of loan agreements entered into by our Company with them. For further information, see the chapter titled “*Financial Indebtedness*” on page 239 of the Draft Prospectus

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.

37. *The net proceeds of the Issue is proposed to be utilized towards prepayment of certain loans*

Our Company intends to utilize the Net Proceeds towards repayment of Unsecured loan of our Company taken from Jigneshbhai Patel who was the director and member of our Company and has disassociated from our Company in the 3rd Quarter of Financial Year 2015-16. Our Bank loan facilities contain provision of maintaining Unsecured Loan. Hence our Promoters has brought in funds on timely basis and has majorily taken over the Unsecured Loan of the outgoing groups. Further to make the balance repayment of Unsecured Loan of Jigneshbhai Patel, the Company intends to use majority of the Net Proceeds. For details, see “*Objects of the Issue*” on page 109

38. *We do not have a track record for payment of dividend on Equity Shares and 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 have not declared any dividend on our Equity Shares since inception as we had been deliberately pursuing the policy of covering back our profits to fund our expansion plans. 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 174 of this Draft Prospectus.

39. *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.

40. *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 71.48% 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.

41. Within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 109 of this Draft Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.

We intend to use Net Issue proceeds towards repayment of Unsecured Loan. We intend to deploy the Net Issue Proceeds in FY 2016 – 2017 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 109 of this Draft 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 109 of this Draft Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the utilization of the proceeds of this Issue. However in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of special resolution and other compliances in this regard.

42. 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 page no 67 and 155, respectively, of this Draft Prospectus.

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

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

Issue Related



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

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

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors;
- d. Adverse media reports on Company or pertaining to the 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.

45. *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 113 of this Draft Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

46. *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 Draft Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the



permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

47. 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

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

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

External Risks

Industry Risks

49. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations

Other Risks

50. 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.

51. *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

52. *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 Draft Prospectus*

As stated in the reports of the Peer Reviewed Auditor included in this Draft Prospectus under chapter “*Financial Statements as Restated*” beginning on page 176, the financial statements included in this Draft 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 Draft 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 Draft Prospectus. Accordingly, the degree to which the financial information included in this Draft 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 Draft Prospectus should accordingly be limited.

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



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

- 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

54. 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

55. 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

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

While facts and other statistics in the Draft Prospectus relating to India, the Indian economy and industry in which we operate 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 117 of the Draft 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

57. 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

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

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

59. *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

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

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

61. *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

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

Prominent Notes

1. Public Issue of 8,88,000 Equity Shares of face value of Rs. 10/- each of our Company for cash at a price of Rs. 21/- per Equity Share (including a share premium of Rs. 11/- per equity share) ("Issue Price") aggregating upto Rs. 186.48 Lakhs, of which 48,000 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 8,40,000 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 27.99% and 26.48%, 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 60 of this Draft Prospectus
3. The pre-issue net worth of our Company was Rs. 320.86 Lakhs, Rs. 190.89 Lakhs, Rs. 187.57 Lakhs, Rs. 180.63 Lakhs, and Rs. 178.23 Lakhs, Rs. 158.57 as of September 30, 2015, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011 respectively. The adjusted book value of each Equity Share was Rs. 32.90, Rs. 50.23, Rs. 49.36, Rs. 47.53 and Rs. 46.90 and 41.73 as of September 30, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 respectively as per the restated financial statements of our Company. For more information, please refer to section titled "*Financial Statements as Restated*" beginning on page 176 of this Draft 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.)
Pragjibhai Patel	4,71,349	20.38
Hiteshkumar Dudhagara	11,71,670	19.41
Ronakben Dudhagara	3,16,270	19.74

For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled "*Capital Structure*" beginning on page 67 of this Draft Prospectus. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer "*Annexure XXXI*" "*Related Party Transaction*" beginning on page 175 under chapter titled "*Financial Statements as restated*" beginning on page 176 of this Draft Prospectus.

5. 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 268 of this Draft Prospectus.



6. Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoter and Promoter Group*”, “*Our Management*” and “*Related Party Transaction*” beginning on pages 67, 168, 155, and 175 respectively, of this Draft Prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.
7. Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 67 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash
8. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only
9. Investors are advised to refer to the chapter titled “*Basis for Issue Price*” beginning on page 113 of the Draft Prospectus
10. 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 Draft Prospectus with the Stock exchange
11. Our Company was incorporated as “Sprayking Agro Equipment Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated February 17, 2005 issued by Registrar of Companies, Gujarat bearing Corporate Identification Number U29219GJ2005PTC45508. Subsequently our Company was converted into a public limited company vide fresh Certificate of Incorporation dated March 4, 2016 and the name of our Company was changed to “Sprayking Agro Equipment Limited”. The Corporate Identity Number of our Company is U29219GJ2005PLC045508. 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 60 and 152 respectively of this Draft Prospectus.



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 Draft Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statement as Restateds” and related notes beginning on page 16 and 176 respectively of this Draft Prospectus before deciding to invest in our Equity Shares.

BRASS METAL: COMPOSITION & USES

Brass is a metal composed primarily of copper and zinc. Copper is the main component, and brass is usually classified as a copper alloy. The colour of brass varies from dark reddish brown to a light silvery yellow depending on the amount of zinc present; the more zinc, the lighter the colour. The zinc content can vary between 10% to about 45 %. Brass is specified because of the unique combination of properties, stronger and harder than copper, it is easy to form into various shapes, a good conductor of heat, and generally resistant to corrosion from salt water. Because of these properties, Brass is usually the first-choice material for many of the components for equipment made in the general, electrical and precision engineering industries brass is also used to make pipes and tubes, weather stripping and other architectural trim pieces, screws, radiators, musical instruments and cartridge casting for firearms. Matched by no other material, those make it indispensable where a long, cost-effective service life is required.

The discovery of metal changed the lives of the people in the ancient world. Metal and its alloy made agriculture easier, providing farmers with more efficient tools to work their land. Armies that possessed metal knives, swords, and shields were no match for those that did not. The first two metal and its alloy widely used by humans, copper (and its alloy brass) and gold are still important in people’s lives today.

(Source- Bali-Goghat Brass Cluster Report, The Design Clinic Scheme - National Institute of Design www.designclinicsmsme.org)

GLOBAL ECONOMIC ENVIRONMENT

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)

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

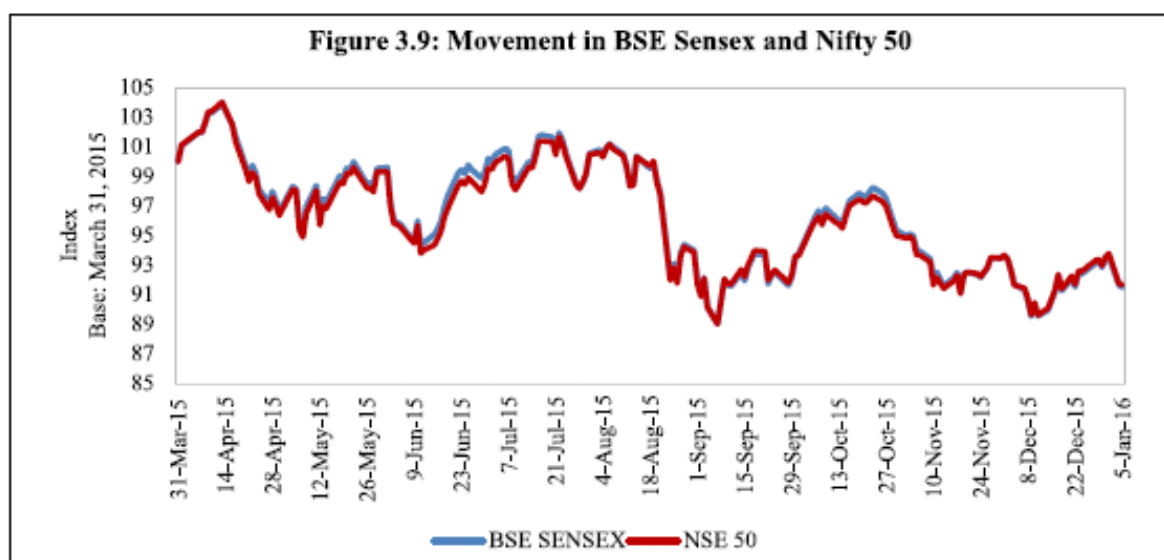
In 2015-16 (April-December), resource mobilization through the public and right issues has surged rapidly as compared to the last financial year. During 2015-16 (April- December), 71 companies have accessed the capital market and raised Rs.51,311 crore, compared to Rs.11,581 crore raised through 61 issues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

(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.

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
<i>Source: CSO</i>											

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.

(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)

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)

INDIAN MANUFACTURING INDUSTRY

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 mission’s 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: India Brand Equity Foundation www.ibef.org)

INDIAN BRASS INDUSTRY

Gujarat has been the home of metal workers from as early as the Chalcolithic copper –Stone Age. Sites of Indus Valley Civilization spread all over the state and echo, the presence of indigenous technique of metallurgy. It is well known that the Hardpan man, whose remnants have been found in abundance in Gujarat, had excelled in forging, hammering and casting of copper and bronze. Aryans too had in all probability, known the use of a metal known as Ayas, which later on came to mean iron but had in that period perhaps denoted bronze or Copper. One of the earliest and most formidable board of metal artefacts of Gujarat is the one discovered at Akota, near Baroda, A metal bell of the sixth century and an incense burner from the ninth century from this board are perhaps the earliest recorded metal objects of everyday art of Gujarat.

The craftsmen of Gujarat have excelled even in the making of utensils. Visit any home in Gujarat and you are sure to find a variety of gleaming copper, brass and iron vessels, each with a shape and form suited to the specific need. Metal lamps, incense burners, boxes for storing betel leaf and nut, nutcrackers, large dowry containers, and votive figurines are other examples of metal work available in Gujarat. The metal artisans of Gujarat are known as “Kansaras”, whose name is derived from Sanskrit word “Kansu” which means bronze. Before the introduction of brass, the use of bronze utensils was very common. The varied kinds of nutcrackers and religious and other figurines make for ideal souvenirs and gifts.

Kutch and Rajkot are famous for metal engravings and ornaments that are considered so typical of Gujarat. Anjar, Sinhor, Surendranagar, Dhrangadra, and Wadhawan are good places to buy brass and iron utensils, cutlery, knives and scissors. You can also watch arrows being crafted here, and pick up knives and daggers with beautiful sheaths and hilts. The brass industry of Jamnagar is one of the largest in India.

The brass parts industries are mostly concentrated in an around Jamnagar district which caters to the requirement of around 70% of the machine brass component of the country and also in some quantity export to various Countries. The brass parts industry in Jamnagar supplies to wide ranging industries such as electrical appliances, automobiles, bicycles, electronics, building hardware etc.

As per the account the brass parts industry in Jamnagar above 60 years old. It started around the late 1940s as a result of downfall of the brass button making units. The main cause for its downfall was the lack of automated machines. They were not able to meet the demand for the good qualities of buttons manufactured by them. This was not the only reason the development of nylon buttons in Japan brought down the demand



by a huge margin. It became non-feasible for the manufacturer to continue in the competitive world of buttons.

With minor changes in the available machinery the brass button manufacturer changed their production into brass parts components. Necessity is the mother of invention. They led to the development of the brass machine manufacture in Jamnagar. Along with this the casting also developed in Jamnagar. They were able to do it in a very cost-effective manner.

(Source- Bali-Goghat Brass Cluster Report, The Design Clinic Scheme - National Institute of Design www.designclinicsmsme.org)

CONVERTING BUSINESS OF BRASS – A PROFITABLE VENTURE ON THE BASIS OF LONG TERM SITUATIONAL APPROACH

There has been growth in the export of brass products from the country in the past. The unique technical skills with the capability of internal resources applied in manufacturing has had led Indian brass industry to reach the pinnacle. At present, the lack of harmony between knowhow and emerging technology has outbroken the position. Indian brass exporters seem demotivated by the attitude of the government and feel sceptical with the facilities and incentives provided to them. Exhibit 8 shows that exporters feel that the government possesses an indifferent attitude towards export of brass. Exporters even feel that the government should actively participate in facilitating exports.

Exporters have started exploring the ways of their survival. So as to capture the lost market, exporters are in the midst of scrutinizing various means to constraints and optimize integrands like infrastructure facilities, physical facilities, state of technology and skills and could lead to continuous improvement of the product, increase in production and reduction the cost.

(Source-Global Customers and Competition, Conference on Global Competition & Competitiveness of Indian Corporate, Dspace Repository @ IIMK, www.dspace.iimk.ac.in)

SWOT ANALYSIS OF INDIAN BRASS INDUSTRY

Opportunities

- Increasing interest for decorative items by consumers in the developed countries.
- Passion for novelty and exclusivity.
- Mammoth income at the disposal of customers in developed countries.
- Growing trend of offering gifts to developing interpersonal relationship.
- Growth in retail sector.
- Growth of e-commerce for direct marketing.

Strengths

- Trained and cheap labour.
- Aesthetic know-how, functional integration and engagements.
- Few competitors for hand made products.
- Uniqueness of products.
- Exporters are flexible and can handle small to medium orders.

Threats

- Competitors are providing products of better quality at a cheaper rate.
- Trade terms of competitors compatible to the customers.
- International standards.
- Unstable government at home.
- Legal obligations.

Weaknesses



- Unstable price of raw material.
- Internal competition.
- Expensive infrastructure.
- Exporters cannot handle big orders.
- Untimely delivery.
- Stereotype manufacturing.
- Stereotype system of marketing adopted by exporters.
- Traditional management style adopted by exporters.

(Source-Global Customers and Competition, Conference on Global Competition & Competitiveness of Indian Corporate, Dspace Repository @ IIMK, www.dspace.iimk.ac.in)



SUMMARY OF BUSINESS

Incorporated in 2005, Our Company Sprayking Agro Equipment Limited is engaged in manufacturing of Brass Equipment. We mainly manufacture Brass Agro Equipment and Brass Plumbing Components. Besides this, we can also manufacture Auto and Electrical parts, Fitting Parts, etc made of Brass.

Our manufacturing plant and registered office of our Company is situated at GIDC Phase II Plot No 590 Dared, Jamnagar – 361005

Our Company is promoted by Pragjibhai Patel and Hiteshkumar Dudhagara; both having an experience of more than one decade in Brass Industry. The Company is also promoted by Ronakben Patel having experience of more than two years in this Industry. Our manufacturing plant is at Jamnagar which is considered as 'Brass City of India'.

Spread over 500 square meters, our factory is well equipped with latest machinery and equipments. Our manufacturing process is a recycling process and thus helps in solving environmental problems without using the natural resources. The brass industry throughout the world depends on the recycling of brass scrap for its survival. Making brass from new copper and zinc would be uneconomical and wasteful of raw materials so, since new brass articles are made from recycled scrap, brass is said to be sustainable. We use brass scrap as raw material which is imported from USA, UK and other European Countries and convert the scrap into finished goods.

OUR PRODUCT RANGE

AGRO EQUIPMENTS

KnapSack Sprayer Parts



KnapSack Sprayer Parts are used in Agri-sprayers and are available in various sizes 10 litre, 13 litre, 16 litre, 18 litre. They are highly portable and are easily mobile in the field by hanging the tank on the back of the individual. Pressure is built in this sprayer by the use of handle which extends under the arm of the person and on the other hand there is a spray gun which acts as an outlet for the built pressure. Uniform pressure can be maintained by keeping the sprayer in continuous operation.

Marut Sprayer Parts

Marut Sprayers are suitable for cotton, potatoes, paddy, jute, sugarcane, groundnut and vegetables. We manufacture most of the brass parts used in Marut Sprayers including accessories for 3.5 litres, 6 litres, 9 litres, 12 litres. Manufacturing of these parts are done according to customers requirement



Foot Sprayer Parts



Foot sprayer is one which is operated with foot i.e. pressure is built using foot unlike in knapsack sprayer where pressure is built using hand. Foot sprayers are used for spraying chemicals on trees. These sprayers have enormous capacity to throw the liquid up to height of 30 feet. People having bamboo plantations, rubber estates, mango trees normally prefer this type of sprayer. Apart from basic amenities Foot Sprayer consist of pump operated by the foot lever, suction hose with strainer and a barrel. Foot sprayer does not have an inbuilt tank therefore an additional container is required to store the liquid to be sprayed. A suction hose from the container is attached to the pressure barrel. Pressure can be built by using the foot and then there is an outlet from the pressure chamber to spray the liquid. However there is a requirement of two to use this sprayer. One person builds the pressure and other sprays the liquid.



Rocker Sprayer Parts

Rocker sprayers are operated with a long lever for high pressure spraying on trees and orchard crops. The entire parts of the sprayer are mounted on a wooden board which is held to the ground using foot. This sprayer has a provision of using two spray guns at a time. In a normal case using a rocker sprayer requires two individuals at a time to spray the contents however if there are two spray gun there will three persons required. Mechanism rocker sprayer and foot sprayer is some what similar, only difference here being pressure is built here using hand in rocker sprayer, while in other case foot is used to make pressure.

Rocker sprayers are widely used for spraying the contents on tall trees like coconut, areca nut, sugar cane, rubber plantations, orchards, vineyards and field crops, vegetable gardens, flower crops etc.



Hitech Sprayer Parts

We manufacture most of the parts used in Hitech Sprayers including accessories. These parts are manufactured according to customers requirement

Gun Sprayer Parts



These types of Guns are used to spray on high or tall trees. We manufacture most of the parts used in Gun Sprayers including their accessories. These parts are manufactured according to customers requirement

HTP Sprayer Parts

Known for their trouble free operations and long functional life, HTP Sprayers are customized according to client requirements. With the help of this sparye are one can spray a large area by pipe. We manufacture most of the parts used in HTP Sprayers including accessories.



Nut Nipples

These Nut - Nipples are used in most of the agricultural and Horticultural Sprayers. This parts are very useful to manufacturer of agricultural pumps

Strirup Sprayer Parts

Strirup sprayers are widely used and very popular for purpose of mosquito control. Apart from this small farmers and vegetable growers also use this more frequently because of its simplicity and ease of operation. Also commonly called as bucket sprayer. This is because Strirup sprayer is used by submerging the pump in the bucket containing the chemical. Pressure is build by movement of handle in up and down position and the same is delivered to lance through a pipe which is normally 5 metre long. In a normal course a flat fan nozzle is used to spray the chemical which is





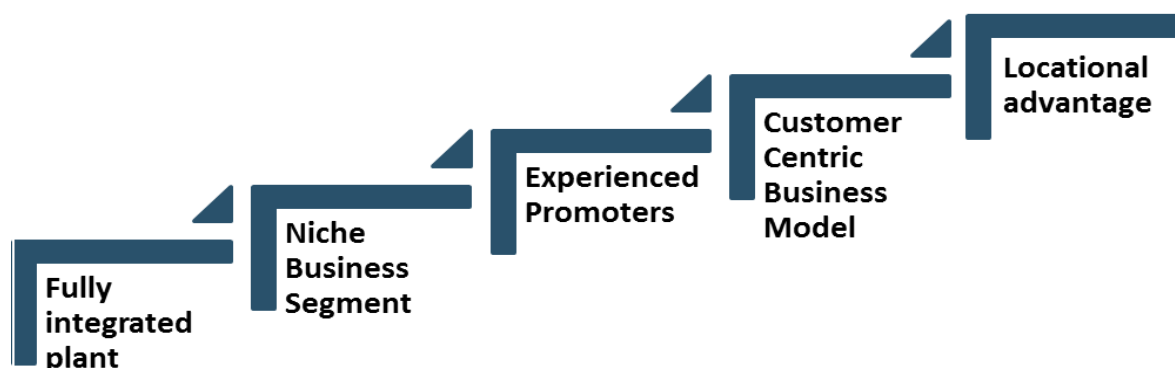
provided with the sprayer. Strirup Sprayers are used for the purpose of health, killing mosquitoes, orchards, nurseries, vegetable gardens etc. We manufacture this parts according to customers requirement

PLUMBING AND OTHER EQUIPMENTS



We have started manufacturing of Plumbing products for domestic as well as foreign marketssince last three years. We currently manufacture these prodcuts in different types of grades like commercial Brass, Forged Brass and DZR Brass. Our products are used as sanitary fittings and in plumbing pipes.The products are directly sold to traders. The end use of our product is retail consumers. Steadily we have developed good market of our plumbing products and plan to expand our product range in the same segment.

COMPETITIVE STRENGTHS



1. Fully integrated plant

We have an integrated business unit located at Dared, Jamnagar. The primary raw material used is Brass Scrap which is used to manufacture Brass Agro Equipment and Plumbing products. Our manufacturing facility is fully integrated as it converts raw material into finished product. We have a competitive advantage over other players as we manufacture from bottom to top. We recycle the scrap to produce the end product. We also manufacture customized brass products as per customer specification which gives us edge over other players.

2. Niche Business Segment

We are into manufacturing of Brass Agro Equipment and have a niche market of our products. Brass Agro Equipment is a niche product in itself. Over the years we have specialized in manufacturing Brass Agro Equipment and have created a brand value for our self.

3. Experienced Board of Directors



We believe the experience and depth of our promoters to be a distinctive competitive advantage in the industry in which we operate. Our dedicated and experienced Board with more than a decade of experience in the Brass Industry gives us a competitive advantage over the players. We believe they have been key drivers to our growth in revenue and earnings through the efficient execution and operations.

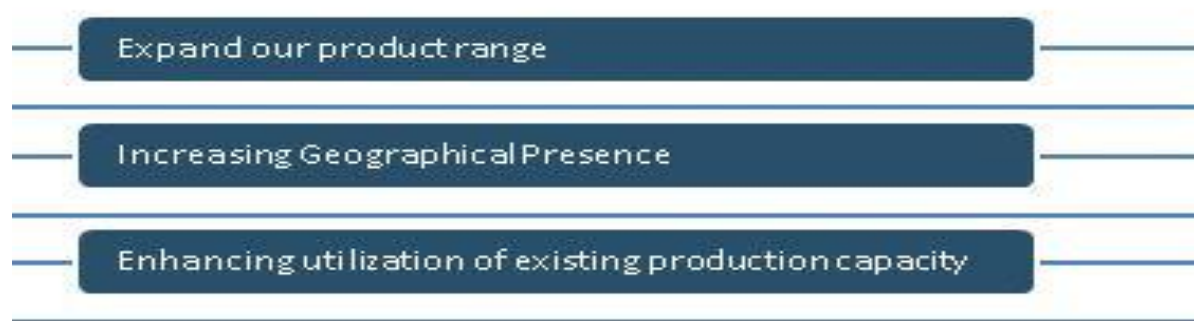
4. Customer Centric Business Model

Our Company focuses on attaining highest level of customer satisfaction. The progress achieved by us is largely due to our ability to address and exceed customer satisfaction. The promoters of the Company have years of expertise and are well acquainted with domestic and international markets. We have strong reputation with our customers and we try to excel on the same.

5. Locational advantage

Our manufacturing facility is situated at Dared, Jamnagar which is known as ‘Brass City of India’, thereby resulting in easy availability of transportation and port facilities along with power and other infrastructure facility. Our raw material is imported from USA, UK and other European Countries. Further our manufacturing facility is situated at around 300 km away from Mundra Port, enabling us to import raw materials at pace.

BUSINESS STRATEGY



Expand our Product Range

Currently our revenue is largely driven from manufacturing Brass Agro Equipment. We have a fully integrated plant capable of manufacturing various other Brass Products. Currently we also use our plant to manufacture customer specific products. We plan to utilise our manufacturing plant for other brass products including Plumbing Components, Auto Parts, Electrical Parts, etc.

Increasing Geographical Presence

We plan to expand our presence in other region of India as well as International Market. Through a combination of increased utilization of capacities, reduced costs, wider range of products adhering to global standards, marketing initiatives, competitive pricing and more efficient use of resources, we intend to expand our global footprint and become a preferred supplier in the steel industry.

Enhancing utilization of existing production capacity

Our current business model comprises more of trading and less of manufacturing activities, resulting into under utilization of our installed production capacity. We intend to increase our manufacturing activities simultaneously with our trading activities by offering our customer base qualitative and reliable range of



products. With our widespread dealer network built over the years, we seek to capitalize this base for increasing our manufacturing activities.



SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

Amount (Rs. In Lakhs)

Sr. No.	Particulars	As At September 30, 2015	As at March 31,				
			2015	2014	2013	2012	2011
I.	EQUITY AND LIABILITIES						
1)	Shareholders' funds						
a.	Share Capital	97.52	38.00	38.00	38.00	38.00	38.00
b.	Reserves and surplus	223.34	152.89	149.57	142.63	140.23	120.57
2.	Non-current liabilities						
a.	Long-term borrowings	604.77	640.50	549.30	359.58	201.65	45.14
b.	Deferred tax liabilities (Net)	6.15	7.11	13.64	10.49	9.42	0.69
c.	Long-term Provisions	-	-	-	-	-	-
d.	Other Long-term Liabilities	-	-	-	-	-	-
3.	Current liabilities						
a.	Short-term borrowings	232.68	226.41	151.03	71.54	74.66	12.90
b.	Trade payables	17.00	13.85	40.72	187.52	204.97	96.23
c.	Other current liabilities	159.64	170.86	363.57	38.14	128.44	272.79
d.	Short-term provisions	7.89	1.66	16.04	0.80	0.75	2.11
	TOTAL	1,349.00	1,251.29	1,321.87	848.69	798.11	588.42
II.	ASSETS						
1.	Non-current assets						
A	Fixed assets						
(i)	Tangible assets	620.20	568.03	550.22	386.33	366.38	175.26
(ii)	Intangible Assets	-	-	-	-	-	-
(iii)	Intangible Assets under development	-	-	-	-	-	-
(iv)	Capital Work in Progress	-	-	-	-	-	-
	Less: Accumulated Depreciation	(254.53)	(223.04)	(148.34)	(111.55)	(78.01)	(44.72)
	Net Block	365.67	344.98	401.88	274.77	288.37	130.54
b.	Non Current Investments	-	-	-	3.81	2.18	0.75
c.	Long-term loans and advances	27.83	18.83	18.83	17.42	17.42	2.25
d.	Other Non Current Assets	-	-	-	-	-	-
2	Current assets						
a.	Current Investments	-	-	-	-	-	-
b.	Inventories	532.37	685.41	674.47	338.61	288.92	361.24
c.	Trade receivables	115.55	21.28	38.32	81.10	67.51	43.12
d.	Cash and cash equivalents	3.29	3.69	5.17	2.02	4.48	0.12
e.	Short-term loans and advances	304.29	177.09	183.19	130.96	129.24	50.41
f.	Other Current Assets	-	-	-	-	-	-
	TOTAL	1,349.00	1,251.29	1,321.87	848.69	798.11	588.42



STATEMENT OF PROFIT AND LOSS AS RESTATED

Amount (Rs. In Lakhs)

Sr. No.	Particulars	For September 30, 2015	For the year ended March 31,				
			2015	2014	2013	2012	2011
	INCOME						
I.	Revenue from Operations	902.37	1,406.85	1,622.59	1,121.06	1,601.94	1,359.39
II.	Other Income	7.85	28.69	17.28	9.49	30.82	0.14
III.	Total Revenue (I + II)	910.21	1,435.54	1,639.87	1,130.55	1,632.76	1,359.52
IV.	EXPENSES:						
	Cost of Material Consumed	581.53	1,061.44	1,566.03	954.64	1,435.81	1,046.55
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	106.13	2.40	(306.38)	(79.16)	(184.08)	9.80
	Employee benefits expense	76.31	126.21	125.17	44.09	52.92	49.02
	Finance costs	23.17	51.82	41.17	19.80	18.77	4.20
	Depreciation and amortization expense	31.49	77.18	40.48	36.92	33.30	15.66
	Other expenses	84.40	111.32	163.31	150.79	247.66	217.67
	TOTAL EXPENSES	903.02	1,430.36	1,629.78	1,127.08	1,604.37	1,342.92
V.	Profit before tax (III-IV)	7.19	5.18	10.10	3.47	28.39	16.61
VI.	Tax expense:						
	(1) Current tax	3.19	8.13	1.92	0.66	5.41	6.11
	(2) Deferred tax	(0.96)	(6.53)	3.15	1.07	8.73	0.69
	(3) MAT Credit entitlement	-	-	(1.92)	(0.66)	(5.41)	-
VII.	Profit (Loss) for the period (V-VI)	4.97	3.58	6.95	2.39	19.66	9.82
	Earnings per equity share:						
	(1) Basic	1.21	0.94	1.83	0.63	5.17	9.25
	(2) Diluted	1.21	0.94	1.83	0.63	5.17	9.25



STATEMENT OF CASH FLOW AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the period ended September 30 2015		For the year ended 31 March,									
			2015		2014		2013		2012		2011	
Cash flow from Operating Activities												
Net Profit Before tax as per Statement of Profit & Loss		7.19		5.18		10.10		3.47		28.39		16.61
Adjustments for :												
Depreciation & Amortisation Exp.	31.49		77.18		40.48		36.92		33.30		15.66	
Loss (Profit) on Sale of Assets	-	-	-	-	(0.10)		(0.04)		-		-	
Dividend Income	-	-	-	-	(0.35)		(0.22)		(0.14)		(0.14)	
Interest Income	-	-	(5.07)		(13.86)		(1.44)		(3.18)		-	
Finance Cost	23.17	54.66	51.82	123.93	41.17	67.33	19.80	55.01	18.77	48.75	4.20	19.73
Operating Profit before working capital changes		61.86		129.11		77.43		58.48		77.14		36.34
Changes in Working Capital												
Trade receivable	(94.27)		17.04		42.78		(13.59)		(24.39)		13.65	
Other Loans and advances receivable	(127.20)		7.07		(45.92)		(1.23)		(64.33)		(44.52)	
Inventories	153.04		(10.93)		(335.86)		(49.69)		72.32		(300.36)	
Trade Payables	3.15		(26.87)		(146.80)		(17.44)		108.74		(79.90)	
Other Current Liabilities	(11.23)		(192.70)		325.43		(90.30)		(144.35)		271.60	
Short term Provisions	3.04		(22.47)		15.24		0.04		(7.35)		2.11	
		(73.47)		(228.88)		(145.14)		(172.21)		(59.37)		(137.42)



Particulars	For the period ended September 30 2015		For the year ended 31 March,									
			2015		2014		2013		2012		2011	
Net Cash Flow from Operation		(11.61)		(99.77)		(67.71)		(113.73)		17.78		(101.09)
Less : Income Tax paid		-		(1.00)		(2.50)		(0.50)		(8.50)		(6.38)
Net Cash Flow from Operating Activities (A)		(11.61)		(100.77)		(70.21)		(114.23)		9.28		(107.46)
<u>Cash flow from investing Activities</u>												
Purchase of Fixed Assets	(52.17)		(20.54)		(168.08)		(24.13)		(191.12)		(55.13)	
Sale of Fixed Assets	-		-		0.60		0.85		-		-	
Purchase of Investment	-		-		-		(1.63)		(1.43)		(0.75)	
Sale / Redemption of Investment	-		-		3.81		-		-		-	
Movement in Loan & Advances	(9.00)		-		(5.22)		-		(15.18)		1.13	
Interest Income	-		5.07		13.86		1.44		3.18		-	
Dividend Income	-		-		0.35		0.22		0.14		0.14	
		(61.17)		(15.47)		(154.68)		(23.25)		(204.42)		(54.62)
Net Cash Flow from Investing Activities (B)		(61.17)		(15.47)		(154.68)		(23.25)		(204.42)		(54.62)
<u>Cash Flow From Financing Activities</u>												
Proceeds From Issue of shares capital	125.00		-		-		-		-		120.00	
Proceeds From long Term Borrowing (Net)	(35.72)		91.20		189.72		157.93		156.51		41.64	
Short Term Borrowing (Net)	6.27		75.39		79.48		(3.12)		61.75		2.84	
Interest Paid	23.17		51.82		(41.17)		(19.80)		(18.77)		(4.20)	



Particulars	For the period ended September 30 2015		For the year ended 31 March,									
			2015		2014		2013		2012		2011	
Dividend paid (Including DDT)	-	72.37	-	114.76	-	228.04	-	135.02	-	199.50	-	160.27
Net Cash Flow from Financing Activities (C)		72.37		114.76		228.04		135.02		199.50		160.27
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		(0.41)		(1.48)		3.15		(2.46)		4.36		(1.82)
Opening Cash & Cash Equivalents		3.69		5.17		2.02		4.48		0.12		1.94
Cash and cash equivalents at the end of the period		3.29		3.69		5.17		2.02		4.48		0.12
Cash And Cash Equivalents Comprise :												
Cash		2.08		2.42		4.47		1.34		4.26		0.02
Bank Balance :												
Current Account		1.21		1.27		0.70		0.68		0.22		0.10
Deposit Account		-		-		-		-		-		-
Total		3.29		3.69		5.17		2.02		4.48		0.12



THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	8,88,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of 21/- per Equity Share aggregating Rs. 186.48 lakhs
Of which:	
Market Maker Reservation Portion	48,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of 21/- per Equity Share aggregating Rs. 10.08 lakhs
Net Issue to the Public	8,40,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of 21/- per Equity Share aggregating Rs. 176.40 lakhs
	Of which:
	4,20,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 21/- per Equity Share aggregating Rs. 88.20 lakhs will be available for allocation to investors up to Rs. 2.00 Lacs
	4,20,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of 21/- per Equity Share aggregating Rs. 88.20 lakhs will be available for allocation to investors above Rs. 2.00 Lacs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	22,84,769 Equity Shares
Equity Shares outstanding after the Issue	31,72,769 Equity Shares
Use of Proceeds	For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 109 of this Draft Prospectus for information on use of Issue Proceeds

Notes

1. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, at least 50% of the Net Issue to public will be available for allocation on a proportionate basis to Retail Individual Applicants, subject to valid Applications being received at the Issue Price. For further details please refer to section titled “*Issue Information*” beginning on page 263 of this Draft Prospectus.
2. The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on March 5, 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 March 5, 2016.

For further details please refer to chapter titled “*Issue Structure*” beginning on page 268 of this Draft Prospectus.



GENERAL INFORMATION

Our Company was incorporated as “Sprayking Agro Equipment Private Limited” at Dared, Jamnagar, Gujarat as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated February 17, 2005 bearing Corporate Identification Number U29219GJ2005PTC45508 issued by Registrar of Companies, Gujarat. Subsequently, our Company was converted into Public Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on March 1, 2016 and name of our Company was changed to “Sprayking Agro Equipment Limited” pursuant to issuance of fresh Certificate of Incorporation dated March 4, 2016. The Corporate Identification Number of our Company is U29219GJ2005PLC045508.

REGISTERED OFFICE OF OUR COMPANY

Sprayking Agro Equipment Limited

GIDC, Phase II, Plot No. 590,

Dared, Jamnagar, Gujarat,

India 361005

Tel: +91 288 2730750

Fax: +91 288 2730225

Email: info@spraykingagro.com

Website: www.spraykingagro.com

Corporate Identification Number: U29219GJ2005PLC045508

REGISTRAR OF COMPANIES

Registrar of Companies, Gujarat,

ROC Bhavan , Opp Rupal Park Society,

Behind Ankur Bus Stop,

Naranpura, Ahmedabad - 380013,

Gujarat

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.	Hiteshkumar Dudhagara	36	00414604	Gangotri, 3 - Raghuvir Society, Near Janta Fatak, Jamnagar, Gujarat, India 361004	Chairman and Managing Director
2.	Pragjibhai Patel	60	00414510	Gangotri, 3 - Raghuvir Society, Near Janta Fatak, Jamnagar, Gujarat, India 361004	Director
3.	Ronakben Dudhagara	33	05238631	Gangotri, 3 Raghuvir Society, Near Janta Fatak, Jamnagar, Gujarat India 361004	Director
4.	Anand Shah	33	07439476	Nand Vihar, Nagar Chakla Road, Hawaii Chawk, Sarana Kuvawali Sheri, Jamnagar – 361001, Gujarat, India	Independent Director



Sr. No.	Name	Age (In Years)	DIN	Address	Designation
5.	Dipesh Pala	33	05304761	Jalani Jar, Ramkuva Street, Jamnagar, 361001, Gujarat, India	Independent Director
6.	Sumeet Ghuntla	33	05304630	Nandanvan Park, Plot No. 13-16,, Ranjitsagar Road, Nr. Saibaba Temple, Jamnagar, 361005, Gujarat, India	Independent Director

For further details of our Directors, please refer to the chapter titled “*Our Management*” beginning on page 155 of this Draft Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

/•/

Sprayking Agro Equipment Limited

GIDC, Phase II, Plot No. 590,

Dared, Jamnagar, Gujarat,

India 361005

Tel: +91 288 2730750

Fax: +91 288 2730225

Email: [•]

Website: www.spraykingagro.com

CHIEF FINANCIAL OFFICER

Rajnik Vasoya

Sprayking Agro Equipment Limited

GIDC, Phase II, Plot No. 590,

Dared, Jamnagar, Gujarat,

India 361005

Tel: +91 288 2730750

Fax: +91 288 2730225

Email: cfo@spraykingagro.com

Website: www.spraykingagro.com

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

Doshi Maru & Associates

217,218, Manek Centre,



P. N. Marg,
Jamnagar - 361001,
Gujarat, India
Tel: +91 288 2661941
Fax: +91 288 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: +91 22 6194 6725
Fax: + 91 22 2659 8690
Email: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Saahil Kinkhabwala
SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

Sharex Dynamic (India) Private Limited
Unit-I, Luthra Ind. Premises,
1st Floor, 44-E, M Vasanti Marg,
Andheri-Kurla Road, Safed Pool,
Andheri (E), Mumbai - 400072
Tel: +91 22 28515606/44
Fax: +9122 28512885
E-mail: sharexindia@vsnl.com
Contact Person: Mr. K.C Ajitkumkar
SEBI Registration No.: INR000002102
Website: www.sharexindia.com
Investor Grievance E-mail: sprayking.ipo@sharexindia.in

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



[•]

[•]

Tel: +91 [•]

Fax: +91 [•]

E-mail: [•]

Contact Person: [•]

Website: [•]

BANKER TO THE ISSUE / PUBLIC ISSUE BANK

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. 186.48 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 March 15, 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	8,88,000	186.48	100%
Total	8,88,000	186.48	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 [•], with the following Market Maker, duly registered with BSE Limited to fulfil the obligations of Market Making:

[•]

[•]

Tel: [•]

Fax: [•]

E-mail: [•]

Website: [•]

Contact Person: [•]

SEBI Registration No.: [•]

Market Maker Registration No. (SME Segment of BSE): [•]

[•], 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 21/- the minimum lot size is 6000 Equity Shares thus minimum depth of the quote shall be Rs. 1,28,000/- 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 [•] Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [•]% 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, [•] 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 Draft 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		
	35,00,000 Equity Shares of face value of Rs. 10/- each	350.00	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	22,84,769 Equity Shares of face value of Rs. 10/- each	228.48	-
C.	Present Issue in terms of this Draft Prospectus		
	Issue of 8,88,000 Equity Shares of face value Rs.10 each at a price of Rs. 21/- per Equity Share	88.80	186.48
	Consisting :		
	Reservation for Market Maker – 48,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 21/- per Equity Share	4.80	10.08
	Net Issue to the Public – 8,40,000 Equity Shares of face value of Rs. 10 each at a price of Rs. 21 per Equity Share	84.00	176.40
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors- 4,20,000 Equity Shares of face value of Rs. 10 each at a price of Rs. 21 per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2 lacs	42.00	88.20
	Allocation to Other than Retail Individual Investors- 4,20,000 Equity Shares of face value of Rs. 10 each at a price of Rs. 21 per Equity Share shall be available for allocation for Investors applying for a value above Rs. 2 lacs	42.00	88.20
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	31,72,769 Equity Shares of face value of Rs. 10 each	317.28	-
E.	Securities Premium Account		
	Before the Issue		301.52
	After the Issue		399.20

he Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on March 5, 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 / Annual General Meeting held on March 5, 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 Draft Prospectus.



NOTES TO THE CAPITAL STRUCTURE

Details of increase in authorised Share Capital:

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

Particulars of Change		Date of Shareholders' Meeting	AGM / EGM
From	To		
Rs. 10,00,000 consisting of 1,00,000 Equity shares of Rs. 10 each.		On Incorporation	--
Rs. 10,00,000 consisting of 1,00,000 Equity Shares of Rs. 10 each.	Rs. 50,00,000 consisting of 5,00,000 Equity Shares of Rs. 10 each.	January 15, 2011	EGM
Rs. 50,00,000 consisting of 5,00,000 Equity shares of Rs. 10 each.	Rs. 65,00,000 consisting of 6,50,000 Equity shares of Rs. 10 each.	August 25, 2015	EGM
Rs. 65,00,000 consisting of 6,50,000 Equity shares of Rs. 10 each.	Rs. 3,50,00,000 consisting of 35,00,000 Equity shares of Rs. 10 each.	September 16, 2015	EGM

- 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.)
February 17, 2005	10,000	10	10	Cash	Subscription to Memorandum of Association ⁽ⁱ⁾	10,000	1,00,000
June 14, 2005	90,000	10	10	Cash	Further Issue ⁽ⁱⁱ⁾	1,00,000	10,00,000
March 21, 2011	2,00,000	10	10	Cash	Further Issue ⁽ⁱⁱⁱ⁾	3,00,000	30,00,000
March 28, 2011	80,000	10	125	Cash	Further Issue ^(iv)	3,80,000	38,00,000
September 21, 2015	5,95,239	10	21	Conversion of Unsecured Loan	Further Issue ^(v)	9,75,239	97,52,390
February 26, 2016	13,09,530	10	21	Conversion of Unsecured Loan	Further Issue ^(vi)	22,84,769	2,28,47,690

- Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10/- each fully paid at par on February 17, 2005 as per the details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	Premjibhai Patel	2,500
2.	Jasmin Patel	2,500
3.	Praghjibhai Patel	2,500
4.	Hiteshbhai Patel	2,500
	Total	10,000



- (ii) The Company allotted 90,000 Equity Shares of face value of Rs. 10 each fully paid at par on June 14, 2005, as per the details given below:-

Sr. No	Name of Person	No. of Shares Allotted
1.	Premjibhai Veljibhai Patel	5,000
2.	Praghjibhai Meghjibhai Patel	5,000
3.	Hiteshbhai Pragjibhai Patel	3,500
4.	Jasmin Premjibhai Patel	3,500
5.	Laxmiben Patel	6,000
6.	Parvatiben Patel	6,000
7.	Nathalal Patel	6,000
8.	Rameshbhai Patel	6,000
9.	Rekhaben Patel	5,000
10.	Kalpanaben Patel	6,000
11.	Ronakben Patel	6,000
12.	Jigneshbhai Patel	5,000
13.	Dudhiben Patel	6,000
14.	Vandnaben Patel	4,000
15.	Jatinkumar Patel	4,000
16.	Nitalben Patel	5,000
17.	Bhavikaben Patel	6,000
18.	Kaushikbhai Patel	2,000
	Total	90,000

- (iii) The Company further allotted 2,00,000 Equity Shares of face value of Rs. 10/- each fully paid at par on March 21, 2011 as per the details given below:-

Sr. No	Name of Person	No. of Shares Allotted
1.	Premjibhai Veljibhai Patel	55,000
2.	Praghjibhai Meghjibhai Patel	55,000
3.	Hiteshbhai Pragjibhai Patel	20,000
4.	Jasmin Premjibhai Patel	20,000
5.	Jigneshbhai Nathalal Patel	20,000
6.	Nathalal Dharamshibhai Patel	10,000
7.	Dudhiben Nathalal Patel	10,000
8.	Vandanaben Jigneshbhai Patel	5,000
9.	Jatinkumar Nathalal Patel	5,000
	Total	2,00,000

- (iv) The Company further allotted 80,000 Equity Shares of face value of Rs. 10/- each fully paid Rs. 125 (including premium of Rs. 115/- per share) per share on March 28, 2011, as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Shahmaru Construction Private Limited	40,000
2.	Siddheshwar Construction Private Limited	20,000
3.	Paras Buildcon Private Limited	20,000
	Total	80,000



- (v) The Company further allotted 5,95,239 Equity Shares of face value of Rs. 10/- each fully paid at Rs. 21/- (including premium of Rs.11 per share) per share on September 21, 2015 as per the details given below:-

Sr. No	Name of Person	No. of Shares Allotted
1.	Hiteshkumar Dudhagara	5,23,810
2.	Pragjibhai Patel	71,429
	Total	5,95,239

- (vi) The Company further allotted 13,09,530 Equity Shares of face value of Rs. 10/- each fully paid at Rs. 21/- (including premium of Rs.11 per share) per share on February 26, 2016 as per the details given below:-

Sr. No	Name of Person	No. of Shares Allotted
1.	Hiteshkumar Pragjibhai Patel (HUF)	1,77,380
2.	Pragjibhai Meghjibhai Patel	3,09,920
3.	Hiteshbhai Pragjibhai Patel	4,87,860
4.	Ronakben H Patel	2,16,270
5.	Parvatiben M Patel	1,18,100
	Total	13,09,530

4. Details of Allotment made in the last two years

Date of Allotment / Date of Fully Paid up	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Nature of Issue
September 21, 2015	5,95,239	10	21	Conversion of Unsecured Loan	Further Issue
February 26, 2016	13,09,530	10	21	Conversion of Unsecured Loan	Further Issue

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

Date of Allotment / Date of Fully Paid up	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Nature of Issue
September 21, 2015	5,95,239	10	21	Conversion of Unsecured Loan	Further Issue
February 26, 2016	13,09,530	10	21	Conversion of Unsecured Loan	Further Issue

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



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

Build-up of Promoters' shareholdings

As on the date of this Draft Prospectus, our Promoters Pragjibhai Patel and Hiteshkumar Dudhagara and Ronakben Dudhagara hold 85.73% Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

a. Pragjibhai Patel

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %	Lock-in Period	Source of funds	Pledge
February 17, 2005	2,500	10	10	Subscription to MOA	0.11	0.08	1 Year	Internal Accruals/ Savings	Nil
June 14, 2005	5,000	10	10	Further Issue	0.22	0.16	1 Year	Internal Accruals/ Savings	Nil
March 21, 2011	55,000	10	10	Further Issue	2.41	1.73	1 Year	Internal Accruals/ Savings	Nil
July 31, 2012	10,000	10	10	Transfer	0.44	0.32	1 Year	Internal Accruals/ Savings	Nil
December 23, 2015	17,500	10	50	Transfer	0.77	0.55	1 Year	Internal Accruals/ Savings	Nil
September 21, 2015	71,429	10	21	Further Issue	3.13	2.55	3 Years	Conversion of Unsecured Loan	Nil
February 26, 2016	3,09,920	10	21	Further Issue	13.56	9.77	1 Year	Conversion of Unsecured Loan	Nil
Total	4,71,349				20.63	14.86			

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



b. Hiteshkumar Dudhagara

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 shareholdin g %	Lock-in Period	Source of funds	Pledge
February 17, 2005	2,500	10	10	Subscription to MOA	0.11	0.08	1 Year	Internal Accruals/ Savings	Nil
June 14, 2005	3,500	10	10	Further Issue	0.15	0.11	1 Year	Internal Accruals/ Savings	Nil
March 21, 2011	20,000	10	10	Further Issue	0.88	0.63	1 Year	Gift from Shirlal Meghjbhai Dudhagara	Nil
July 31, 2012	10,000	10	10	Transfer	0.44	0.32	1 Year	Internal Accruals/ Savings	Nil
March 31, 2013	10,000	10	10	Transfer	0.44	0.32	1 Year	Internal Accruals/ Savings	Nil
December 23, 2015	1,14,000	10	10	Transfer	4.99	3.59	1 Year	Internal Accruals/ Savings	Nil
September 21, 2015	5,23,810	10	21	Further Issue	22.93	16.51	3 Years	Conversion of Unsecured Loan	Nil
February 26, 2016	4,87,860	10	21	Further Issue	21.35	15.38	1 Year	Conversion of Unsecured Loan	Nil
Total	11,71,670				51.27	36.93			

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



c. Ronakben Patel

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholdin g %	Lock-in Period	Source of funds	Pledge
June 14, 2005	6,000	10	10	Further Issue	0.26	0.19	1 Year	Internal Accruals/ Savings	Nil
July 31, 2012	10,000	10	10	Transfer	0.44	0.32	1 Year	Internal Accruals/ Savings	Nil
March 31, 2013	(10,000)	10	10	Transfer	-0.44	-0.32	1 Year	N.A	Nil
December 23, 2015	76,500	10	10	Transfer	3.35	2.41	1 Year	Internal Accruals/ Savings	Nil
December 23, 2015	17,500	10	50	Transfer	0.77	0.55	1 Year	Advance from Jatin Pipariya	Nil
February 26, 2016	2,16,270	10	21	Further Issue	9.47	6.82	3 Years	Conversion of Unsecured Loan	Nil
Total	3,16,270				13.84	9.97			

*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 22.20% 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 shareholding	Lock in Period
Hiteshkumar Dudhagara							
February 26, 2016	February 26, 2016	4,87,860	10	21	Further Issue	15.38%	3 Years
Ronakben Patel							
February 26, 2016	February 26, 2016	2,16,270	10	21	Further Issue	6.82%	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 Draft 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 Draft Prospectus at a price lower than the Issue Price ;
- Our Company has not been formed by the conversion of a partnership firm into a Company and thus, no Equity Shares have been issued to our Promoters 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 the process of 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 85.73% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.



12. 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 Draft Prospectus:-

i. Summary of Shareholding Pattern

Cate gory	Catego ry of Shareh older	Nos. of shareh olders	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 Depos itory Recei pts	Total nos. share s held	Shareh olding as a % of total no. of shares (calcula ted as per SCRR, 1957) As a % of (A+B+ C2)	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)	Shareh olding , as a % assumin g full convers ion of converti ble securiti es (as a percent age of diluted share capital) As a % of (A+B+ C2)	Number of Locked in shares* *		Number of Shares pledged or otherwi se 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)	As a % of total Sha res held (b)	N o. (a)	As a % of total Sha res held (b)	
								Cl ass eg: X	Cl ass eg: Y	To tal								
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+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.	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	5	22,72,769	-	-	22,72,769	99.47%					-	99.47%	-	-	-	-	[•]
B	Public	2	12,000	-	-	12,000	0.53%					-	0.53%	-	-	-	-	[•]
C	Non Promot	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



Category	Category of Shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held 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.	As a % of total Shares held (b)	No.	As a % of total Shares held (b)	
								Class eg: X	Class eg: Y	Total								
	er- Non Public																	
1	Shares underlying DRs	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employ	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



Cate gory	Catego ry of Shareh older	Nos. of shareh olders	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 Depos itory Recei pts	Total nos. share s held	Shareh olding as a % of total no. of shares (calcula ted as per SCRR, 1957) As a % of (A+B+ C2)	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)	Shareh olding , as a % assumin g full convers ion of converti ble securiti es (as a percent age of diluted share capital) As a % of (A+B+ C2)	Number of Locked in shares* *		Number of Shares pledged or otherwi se encumb ered		Number of equity shares held in demateri alized form
								No of Voting Rights			Total as a % of (A+B +C)			No. (a)	As a % of total Sha res hel d (b)	No. (a)	As a % of total Sha res hel d (b)	
								Cl ass eg: X	Cl ass eg: Y	To tal								
	ee Trusts																	
	Total	7	22,84 ,769	-	-	-	100%	-	-	-	-	-	100%	-				[•]

*As on the date of this Draft 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 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
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		5	22,72,769	-	-	22,72,769	99.47%	-	-	-	-	99.47%					[•]	



	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)			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	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



	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)	Any Other (specify)	-	0	-	-		-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-total (A) (1)		5	22,72,769	-	-	22,72,769	99.47%	-	-	-	-	99.47%		-			[•]	
(2)	Foreign																		



	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
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(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)	Institutions	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investor	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Any Other (Specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



	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
	Sub-total (A) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Shareholding of Promoter and Promoter Group		5	22,72,769	-	-	22,72,769	99.47%	-	-	-	-	99.47%	-	-	-	-	-	[•]



	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)=(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)			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)	Institutions	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	Mutual Funds	-	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 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)	Venture Capital Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Venture	-	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 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
	Capital Investors																		
(e)	Foreign Portfolio Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Financial Institutions / Banks	-	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 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)			As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)		
									Class eg: X	Class eg: Y	Total			N o. (a)				As a % of total Shares held (b)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(g)	Insurance Companies	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Provident Funds/ Pension Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	Any Other (Specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



	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
	Sub-total (B) (1)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Central Government/State Government(s)/ President of India	-	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)			As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)	N o. (a)	
									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
	Sub-Total (B) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-Institutions																		
(a)	Individuals		2	12,000			12,000	0.53%						0.53%	-	-	-	-	[•]



	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
	ii. Individual shareholders holding nominal share capital in excess of	-	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 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
	Rs. 2 lakhs																		
(b)	NBFCs registered with RBI	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Employee Trusts	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



	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
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	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 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
(e)	Any Other (Specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (B)(3)	-	2	12,000			12,000	0.53%						0.53%	-	-	-	-	•
	Total Sharehol	-	2	12,000			12,000	0.53%						0.53%	-	-	-	-	•



	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)			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
	ding of Public (B)= (B)(1)+(B)(2)+(B)(3)																		



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

	Category y of Shareho lder	PA N	Nos. of shareho lders	No. of full y pai d up equi ty sha res hel d	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 (calculat ed 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 Outstan ding convert ible securiti es (includi ng Warran ts)	Shareho lding , as a % assumin g full conversi on of converti ble securitie s (as a percenta ge of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares		Number of Shares pledged or otherwis e encumbe red		Number of equity shares held in demateri alized form
								No of Voting Rights			Total as a % of (A+B +C)	N o. (a)			As a % of total Sha res held (b)	N o. (a)	As a % of total Sha res held (b)		
								Cl ass eg: X	Cl ass eg: Y	To tal									
	I	II	III	IV	V	VI	VII = IV+V +VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
(1)	Custodia n / DR Holder																		
(a)	Name of DR Holder (if	-	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+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)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2	Employee Benefit	-	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+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
)	Trust (under SEBI (Share based Employee Benefit)																		



	Category y of Shareho lder	PA N	Nos. of shareho lders	No. of full y pai d up equi ty sha res hel d	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 (calculat ed 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 Outstan ding convert ible securiti es (includi ng Warran ts)	Shareho lding , as a % assumin g full conversi on of converti ble securitie s (as a percenta ge of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares		Number of Shares pledged or otherwis e encumbe red		Number of equity shares held in demateri alized form
									No of Voting Rights			Total as a % of (A+B +C)			N o. (a)	As a % of tota l Sha res held (b)	N o. (a)	As a % of tota l Sha res held (b)	
									Cl ass eg: X	Cl ass eg: Y	To tal								
	I	II	III	IV	V	VI	VII = IV+V +VI	VIII	IX				X	XI = VII + X	XII		XIII		XIV
	Regulati ons, 2014)																		
	Sub total (C)(2)	-	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+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) =	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



	Category y of Shareholder	PAN	Nos. of shareholders	No. of full y paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+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
	(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 Draft Prospectus 1 Equity Shares holds 1 vote.



13. 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.	Pragjibhai Patel	4,71,349	20.63	4,71,349	14.85
2.	Hiteshkumar Dudhagara	11,71,670	51.27	11,71,670	36.92
3.	Ronakben Patel	3,16,270	13.84	3,16,270	9.97
	Sub Total	19,59,289	85.73	19,59,289	61.74
	Promoter Group				
4.	Parvatiben Patel	1,36,100	5.96	1,36,100	4.29
5.	Hiteshkumar Dudhagara HUF	1,77,380	7.76	1,77,380	5.59
	Sub total	3,13,480	13.71	3,13,480	9.88
	Total	22,85,269	99.47	22,85,269	72.01

14. 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.)
Pragjibhai Patel	4,71,349	20.38
Hiteshkumar Dudhagara	11,71,670	19.41
Ronakben Patel	3,16,270	19.74

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

16. 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 Draft Prospectus are set forth below:

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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Hiteshkumar Dudhagara	11,71,670	51.28%
2.	Pragjibhaibhai Patel	4,71,349	20.63%
3.	Ronakben Patel	3,16,270	13.84%
4.	Hiteshkumar Dudhagara HUF	1,77,380	7.76%
5.	Parvatiben Patel	1,36,100	5.96%
6.	Kalpanaben Patel	6,000	0.26%
7.	Bhavikaben Patel	6,000	0.26%
	Total	22,84,769	100.00%



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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Hiteshkumar Dudhagara	11,71,670	51.28%
2.	Pragjibhaibhai Patel	4,71,349	20.63%
3.	Ronakben Patel	3,16,270	13.84%
4.	Hiteshkumar Dudhagara HUF	1,77,380	7.76%
5.	Parvatiben Patel	1,36,100	5.96%
6.	Kalpanaben Patel	6,000	0.26%
7.	Bhavikaben Patel	6,000	0.26%
	Total	22,84,769	100.00%

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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Premjibhai Patel	72,500	19.08
2.	Pragjibhai Patel	72,500	19.08
3.	Hiteshbhai Patel	46,000	9.47
4.	Jasmin Patel	36,000	9.47
5.	Jignesh Patel	35,000	9.21
6.	Nathalal Patel	21,000	5.53
7.	Dudhiben Patel	16,000	4.21
8.	Jatinkumar Patel	14,000	3.68
9.	Kaushik Patel	12,000	3.16
10.	Vandnaben Patel	9,000	2.37
	Total	3,24,000	85.26



17. 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.
18. 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 Draft Prospectus.
19. 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.
20. As on the date of this Draft Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under the Companies Act.
21. 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 Draft 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	Share Allotted
September 21, 2015	5,95,239	10	21	Conversion of Unsecured Loan	Further Issue	Pragjibhai Patel	71,429
						Hiteshkumar Dudhagara	5,23,810
February 26, 2016	13,09,530	10	21	Conversion of Unsecured Loan	Further Issue	Pragjibhai Patel	3,09,920
						Hiteshkumar Dudhagara	4,87,860
						Hiteshkumar Pragjibhai Patel (HUF)	1,77,380
						Ronakben H Patel	2,16,270
						Parvatiben M Patel	1,18,100

22. There are no Equity Shares against which depository receipts have been issued.
23. Other than the Equity Shares, there are no other class of securities issued by our Company.
24. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares have been listed. Further, our Company 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.
25. 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 Draft Prospectus.
26. 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.
27. There are no safety net arrangements for this public issue.
28. 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.
29. 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.
30. As on date of this Draft Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
31. All the Equity Shares of our Company are fully paid up as on the date of the Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
32. As per RBI regulations, OCBs are not allowed to participate in this Issue.
33. Our Company has not raised any bridge loans against the proceeds of the Issue.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
36. 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.
37. 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.
38. We have 7 shareholders as on the date of filing of the Draft Prospectus.
39. Our Promoters and the members of our Promoter Group will not participate in this Issue.
40. Our Company has not made any public issue since its incorporation.
41. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.



42. For the details of transactions by our Company with our Promoter Group, Group Companies during the period ended September 30, 2015 and for the financial years ended March 31, 2015, 2014, 2013, 2012 and 2011 please refer to paragraph titled '*Related Parties Transactions as Restated*' in the chapter titled "*Financial Statements as Restated*" on page 176 of the Draft 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 155 of the Draft 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.

DETAILS OF THE PROCEEDS

Particulars	Amount (in Rs. lakhs)
Gross Proceeds from the Fresh Issue	186.48
(Less) Issue Related Expense	40.00
Net Proceeds	146.48

The object of the Issue is Repayment of Unsecured Loan availed from Jigneshbhai Patel.

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

The loan availed by our Company from Jigneshbhai Patel which is proposed to be repaid from the Net Proceeds of the Issue, are for activities carried out as enabled by the Objects Clause of the respective memorandum of association.

FUND REQUIREMENTS

Total fund requirement: The total estimated funds requirement is given below

Particulars	Total Fund Requirement	Amount to be financed from Net Proceeds of the Issue (Rs. In Lakhs)
Repayment of Unsecured Loan availed from Jigneshbhai Patel	155.29	146.48

**As on March 10, 2016, unsecured loan from Jigneshbhai Patel is Rs. 155.29 as confirmed by the Statutory Auditor M/s Doshi Maru and Associates, Chartered Accountants vide Certificate dated March 14, 2016*

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.

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

Repayment of Unsecured Loan availed from Jigneshbhai Patel

Our Company from time to time has availed unsecured loan from Directors. These loans were used for capital expenditure and working capital requirements of our Company. We have outstanding loan Rs. 155.50 lakhs as interest free unsecured loans as on date of this draft prospectus which are repayable on demand. Pursuant to disassociation with Jigneshbhai Patel, our Company intends to repay loan taken from him from the Net Proceeds of the Issue. We believe that such repayment will help reduce the outstanding indebtedness and enable us to carry on the business without limiting to



The details of the repayment of loans are provided below:

Name of Lender	Amount outstanding as on March 10, 2016	Rate of Interest	Security	Tenure	Repayment from the Net Proceeds of the Issue
Jigneshbhai Patel	155.29	Nil	Unsecured Loan	Repayable on Demand	146.48

We may repay the above loans, before we obtain proceeds from the Issue, through other means and source of financing, including bridge loan or other financial arrangements, which then will be repaid from the proceeds of the Issue. We believe our repayment will help us to improve our ability to leverage equity for our future needs towards any of our existing operations and towards further expansion.

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 will be approximately Rs. 40.00 lakhs.

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Issue size)
Payment to Merchant Banker including payment to other intermediaries such as Registrars etc.	[•]	[•]%	[•]%
Regulatory fees and expenses	[•]	[•]%	[•]%
Other Expenses (Printing & Stationery, Advertisement, Auditors Fees etc)	[•]	[•]%	[•]%
Total estimated Issue expenses	[•]	[•]%	[•]%

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

Schedule of Implementation & Deployment of Funds:

The details proposed year wise schedule of implementation and deployment of funds are as follows:

Amount (Rs. in Lakhs)

S. No.	Activity	Total	Amount to be financed from Net Proceeds of the Issue	Estimated deployment of the Issue Proceeds FY 2016-17
1	Repayment of Unsecured Loan availed from Jigneshbhai Patel	155.29	146.48	146.18
	Total	155.29	146.48	146.18

FUND DEPLOYED AND SOURCES OF FUNDS DEPLOYED

Our Statutory Auditors, M/s. Doshi Maru & Associates, Chartered Accountants vide their certificate dated [•] have confirmed that as on [•], the following funds have been deployed.



<i>Amount (Rs. in Lakhs)</i>	
Particulars	Total Funds required
Issue Expenses	[•]
Total	[•]

Further, they have also confirmed the amount deployed so far towards Issue expenses has been financed through internal sources. We would like to replenish these expenses out of the Issue proceeds.

<i>Amount (Rs. in Lakhs)</i>	
Particulars	Amount
Internal Accruals	[•]
Total	[•]

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Issue Proceeds. However, we may borrow such amounts, as may be required, from other person until the completion of the Issue. Any amount that is borrowed during this period to finance repayment of unsecured loan availed from Jigneshbhai Patel needs will be repaid from the Issue 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

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 50,000 lakhs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

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 Draft Prospectus.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the



Shareholders in relation to the passing of such special resolution (the “Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable. However Jigneshbhai Patel had disassociated from our Company by resignation as Director of our Company and had sold Equity Shares of our Company during 3rd Quarter of financial year 2014-15.



BASIS FOR ISSUE PRICE

The Issue Price of Rs 21 per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors.

The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 21/- per Equity Share and is 2.1 times the face value.

QUALITATIVE FACTORS

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

- We are one of the few manufactures of Brass Agro Equipment in India.
- We have developed strong relationship with our major customers.
- Our promoters have experience of more than a decade in Brass Industry.
- We are located at Jamnagar which is considered “Brass City of India”

For further details, refer to heading “*Our Competitive Strengths*” under chapter titled “*Our Business*” beginning on page 136 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2013, 2014 and 2015 and for the period six months ended September 30, 2015 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Year ended	EPS (Rs.)	Weight
March 31, 2013	0.63	1
March 31, 2014	1.83	2
March 31, 2015	0.94	3
Weighted average	1.18	
Six months period ended September 30, 2015*	1.21	NA

*Not annualised

Note:-

- The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the period / year. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is Rs. 10/-.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 21/- per Equity Share of Rs. 10 each fully paid up.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2014-15	22.31
P/E ratio based on Weighted Average EPS	17.72
*Industry P/E	
Lowest	NA
Highest	NA
Average	NA

*We believe that there are no listed Companies engaged solely in manufacturing of Brass Equipment



3. Return on Net worth (RoNW)

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

Year ended	RoNW	Weight
March 31, 2013	1.33%	1
March 31, 2014	3.70%	2
March 31, 2015	1.87%	3
Weighted Average	2.39%	-
For the period April 01, 2015 to September 30, 2015*	1.55%	NA

*Not annualised

Note:- The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year.

4. Minimum Return on Total Net Worth post Issue needed to maintain Pre Issue EPS for the year ended March 31, 2015 is 3.82%

5. Net Asset Value (NAV)

Particulars	Amount (in Rs.)
Net Asset Value per Equity Share as of March 31, 2015	50.23
Net Asset Value per Equity Share as on September 30, 2015	32.90
Net Asset Value per Equity Share after the Issue	24.66
Issue Price per equity share	21.00

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

For the calculation of Net Asset Value per Equity Share after the Issue, allotment made on February 26 2016, of 13,09,530 Equity Shares by conversion of unsecured loan at a price of Rs. 21/- per Equity Share is considered.

6. Comparison with other listed companies

We believe that there are no listed Companies in India which are solely engaged in manufacturing of Brass Equipment.

Notes:

- The figures for Sprayking Agro Equipment Limited are based on the restated results for the period ended September 30, 2015 and for the year ended March 31, 2015.
- The Issue Price of Rs. 21/- per Equity Share has been determined by the Company in consultation with the LM and is justified based on the above accounting ratios.

For further details see section titled “Risk Factors” beginning on page 16 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 176 of this Draft 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
Sprayking Agro Equipment Limited
590, GIDC, Phase II,
Dared,
Jamnagar -361005

Dear Sirs,

Sub: Statement of possible special tax benefits (“the Statement”) available to Sprayking Agro Equipment 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) and the Wealth-tax Act, 1957 (as amended by the Finance Act, 2015), 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 fulfilment of such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

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
FRN No. 0112187W
Place : Jamnagar**



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 Draft Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements as Restated” and related notes beginning on page 16 and 176 respectively of this Draft Prospectus before deciding to invest in our Equity Shares.

BRASS: COMPOSITION & USES

Brass is a metal composed primarily of copper and zinc. Copper is the main component, and brass is usually classified as a copper alloy. The colour of brass varies from dark reddish brown to a light silvery yellow depending on the amount of zinc present; the more zinc, the lighter the colour. The zinc content can vary between 10% to about 45 %. Brass is specified because of the unique combination of properties, stronger and harder than copper, it is easy to form into various shapes, a good conductor of heat, and generally resistant to corrosion from salt water. Because of these properties, Brass is usually the first-choice material for many of the components for equipment made in the general, electrical and precision engineering industries brass is also used to make pipes and tubes, weather stripping and other architectural trim pieces, screws, radiators, musical instruments and cartridge casting for firearms. Matched by no other material, those make it indispensable where a long, cost-effective service life is required.

The discovery of metal changed the lives of the people in the ancient world. Metal and its alloy made agriculture easier, providing farmers with more efficient tools to work their land. Armies that possessed metal knives, swords, and shields were no match for those that did not. The first two metal and its alloy widely used by humans, copper (and its alloy brass) and gold are still important in people’s lives today.

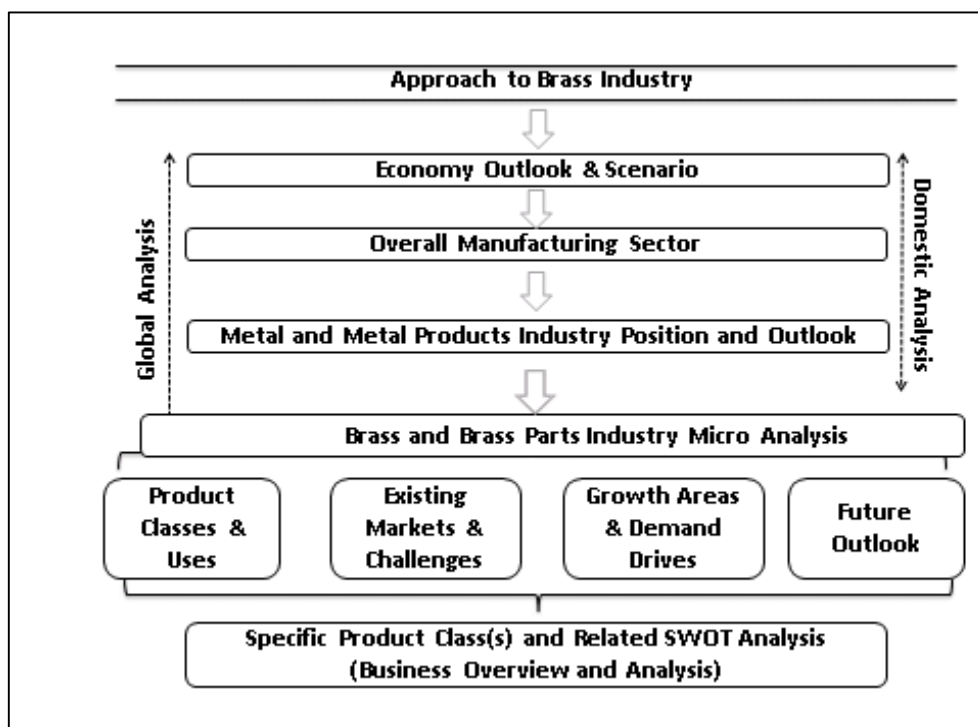
(Source- Bali-Goghat Brass Cluster Report, The Design Clinic Scheme - National Institute of Design www.designclinicsmsme.org)

APPROACH TO INDUSTRY ANALYSIS

Analysis of Brass Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Brass Industry forms part of Manufacturing Sector at a macro level. Hence, broad picture of Manufacturing Sector should be at preface while analysing the Brass 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 ‘Metal Industry’, which in turn encompasses various components one of them being ‘Brass Industry’.

Thus, Brass Industry should be analysed in the light of ‘Metal industry’ at large. An appropriate view on Brass Industry, then, calls for the overall economy outlook, performance and expectations of Manufacturing Sector, position of Metal Industry and micro analysis.



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 Brass 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.

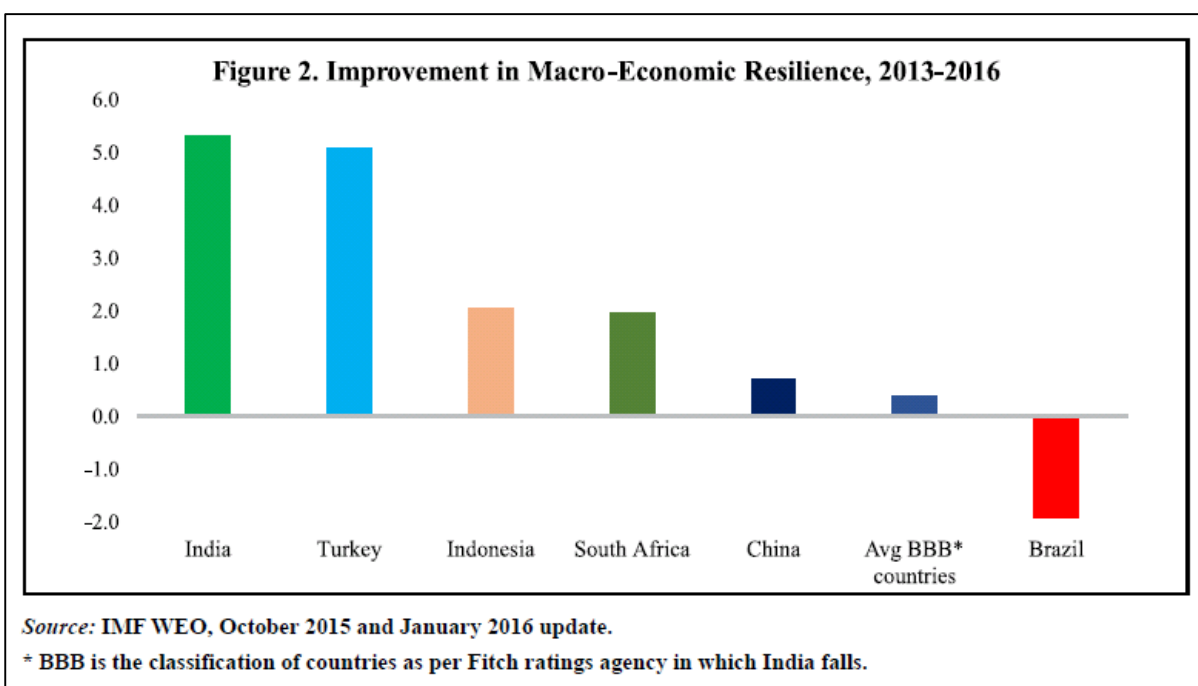
Overall global economic activity remained subdued in 2015, as growth in emerging market and developing economies (EMDE) declined for the fifth consecutive year and recovery in advanced economies was modest. This is also attributable to the changing composition of the global economy and relative point 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.

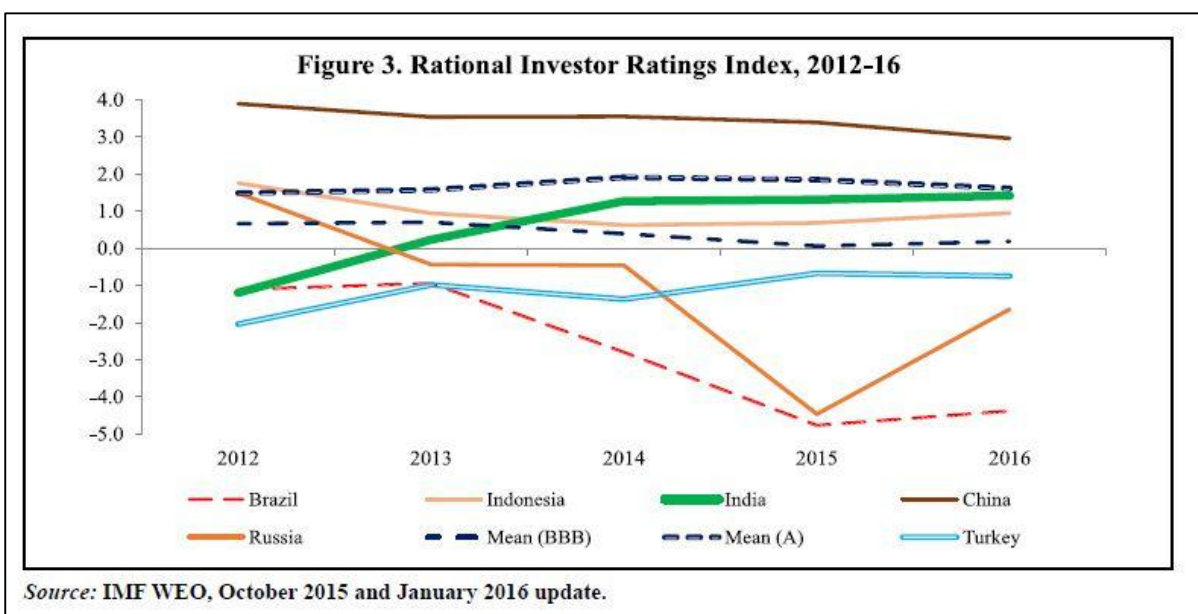
(Source-Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

INDIAN ECONOMY

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



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



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

REVIEW OF MAJOR DEVELOPMENTS IN 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



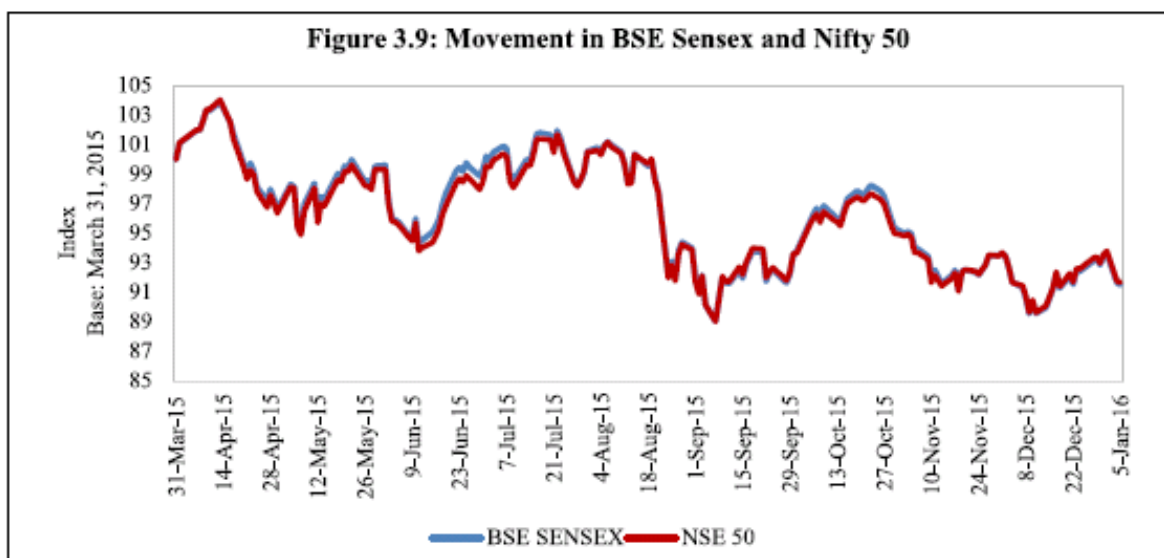
In 2015-16 (April-December), resource mobilization through the public and right issues has surged rapidly as compared to the last financial year. During 2015-16 (April- December), 71 companies have accessed the capital market and raised Rs.51,311 crore, compared to Rs.11,581 crore raised through 61 issues 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.87,942 crore 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: SEBI

(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.

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

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.

(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 BRASS INDUSTRY

Ancient people were our first “geologists” and “miners.” They not only determined which rocks were best to use, but they learned how to make them into tools, hunting spears, arrows, fishhooks and ornaments. Shaping the stone was done by flaking it with sharp Blows on the edges using another stone or deer antler. Flint (Stone) was one of the purist's native forms of Silica. It was hard and having dense minerals, so it was used for making weapons. Man's first use of the Earth's natural resources was in the form of grasses, trees, animals and stone. Tools and weapons were made from wood, bone and stone. Stone-Age people knew nothing of metal. Colourful minerals were used for decoration or for barter. When emerald-green malachite (a copper ore) or a rusty-red hematite iron ore were found, they would be ground to a powder and used as pigments to decorate the face and body. They also used these and



other colourful minerals pigments to paint the walls of caves and protected caves. Today, many minerals are used for paint pigments.

Can you imagine how excited these people were when they found native copper. Copper is one of the most useful of the metals, and probably the one first used by man. It is found native and in a variety of combinations with other minerals. It is often a by-product from silver and other mining. Copper has many colours from yellowish-to-reddish brown, red, pink, blue, green, and black. The colours are determined by the other elements (minerals) combined with the copper. From 4,000 to 6,000 BC was the Chalcolithic period which was when copper came into common use.

Transition from the Neolithic to the Chalcolithic periods occurred in more than one geographic area, as archaeological metallurgical evidence suggests that copper smelting was discovered independently in many different part of the world. For example, excavation at Rudna Glavia in Yugoslavia revealed that a large underground mine was in operation there before 4000 B.C.

One of the most ancient people in World history, the Sumerians, probably obtained their first supplies of copper from the mountainous country surrounding Lake Van in Armenia. Egyptians probably drew their first supplies of copper as native metal and from the abundant. Malachite stones found in the hills near the Red Sea in the Eastern Desert. The Egyptian mines lay almost on the natural trade route to the Red Sea. Around 2800 B.C., traders in Cyprus were receiving copper objects from Egypt and similar articles bearing cuneiform inscriptions probably from Sumerian. At about the same time Cyprus developed its own copper mines. These became renowned throughout the Eastern Mediterranean. Copper has a chemical symbol, as do all elements. The symbol for copper is Cu and comes from the Latin cuprum meaning from the island of Cyprus, which provided an abundant sources of copper for the ancient world. Some ores contain both copper and tin. When smelted, these ores yield an alloy of these two metals, which is known as Bronze. Bronze is significantly harder and stronger than pure copper, and in utilitarian terms at the time, considerably more valuable. The discovery of a copper-tin alloy and its uses led to the Bronze Age.

The Bronze Age began in Europe around 1500 B.C. In China, it reached its apogee at about 1529 B.C., during the change dynasty. Whole series of magnificently ornamented, useful, and ceremonial Bronze vessels exist from that time. Tin ore coexisting with copper appears in Turkey and Siam in Asia and in Wales and Spain, in Europe. Phoenicians probably brought bronze ingots from Europe to Egypt. The cake-shaped ingots were a few centimetres thick and were cast with a rounded profiles shaped to rest on the backs of the men who had to carry them. They can be seen on Egyptian Frescos and Persian reliefs. Bronze is easier to cast than pure copper. Once the Egyptians had learned to alloy copper with tin, and frequently also with a little lead improve the metal's solidification characteristics, casting became a much more viable process, products began to include such diverse items as axes, bowls, tools of many kinds, weapons, celts, figurines, large vases, and sacred vessels. Ancient Greeks also used bronze to a considerable degree. In Greece, hundreds of types of products were unearthed ranging from exquisite little figures used as the supports or handles of mirrors and caskets to large products such as statues and armor plates.

Somewhat later in history, *Romans were the first to use brass, as alloy of copper and zinc*, on any significant scale, although Greeks were already well acquainted with the metal in Aristotle's time (330 B.C.) Greeks knew it as "*Oreichalcos*" a brilliant white copper, which was made by mixing tin and copper with a special earth called "*Calmia*" or calamine. Calamine was impure zinc carbonate, which was rich in silica and found on the shores of the black sea. To make brass, ground calamine ore and copper were heated in a crucible. The heat applied was sufficient to reduce zinc to the metallic state but not high enough to melt copper. However, zinc vapor permeated the copper and formed the copper and formed brass, which then melted. In antiquity the words "*bronze*" and "*brass*" did not exist. "*Brass*" is an English word derived from "*braes*" (Old English) and "*bres*" or "*bras*" (Middle English) about 1200 AD. In the language of Tudor England, "*brass*" stood for any copper alloy, and the King James Bible uses the word in that context. Joseph Smith, favoring the King James Bible, translated the Book of Mormon using "*brass*" in the same manner.



Roman used brass for personal ornaments and for decorative metal work alloys used contained from 11 to 28% zinc, and the value of different grades of brass for different purposes was clearly known. Greeks used only a few copper coins, but Romans had a large variety of copper money.

The middle ages and Renaissance: During the early middle ages, much of the early use of Brass served military purpose. Must have proven to be quite valuable when cannons were introduced, Brass cannons were used by German armies in Italy, at the siege of Cividale in 1331. Brass cannons used Edward-III at Cambria in France and Crecy may have led to the establishment of a metallurgical industry in England soon afterward. The first record of manufacture of brass guns in England was in 1385, when three such cannons are said to have been made by the Sheriff of Camberland.

Medieval uses of brass were certainly not limited to ordinance. Early artistic applications included brass bells and the well known Baptistery doors at the cathedral of Florence. Copper and brass also formed the basis for decorative enamelled ware, including amphorae, jugs, plates, and other functional as well as artistic items. Among the best known examples of this art form were those produced in Limoges, France during the 15th and 16th century.

In the middle ages, brass craft also flourished on a grand scale throughout the orient. Central and south Indians temples contain many fine brass including large and small Buddhas. Some of the immense Buddhas and bells that can be found in India, China have caused artisans many headaches, but once successfully cast, they proved to be durable, having survived to this day.

The temple of Ananda at Tirumalai, India is unique in the sense that it foreshadows modern trends. This Temple is entirely sheathed in brass sheets containing elaborate hand-wrought ornamentation. It presenting parallel to the use of brass wall sheathing on a number of today's buildings.

In Japan, the most ancient brass products are copper bells, known as “*Dokatu*” which have been unearthed in many places. Because similar products have not been discovered in China and Korea, “*Dokatu*” is believed to be an original product of the oldest brass industry in Japan. On the other hand, brass products such as swords, utensils and mirrors were imported to Japan from China in ancient days. Therefore, it is assumed that in early times a major portion of brass raw materials was imported. The Americas, Aztecs, Toltecs, Zapotecs and mayas of Mexico and central America and Moche, Nazca, Chibcha, Quimbaya, Chimu, Chanzay, Tiahuanaco and Ineas of Central America and Peru all apparently possessed a fairly advanced knowledge of metal working.

Techniques of smelting, casting, beating, soldering and gilding were understood, and most of the output of metalworkers, who were organized in separate guilds appears to have been in the form of ornament. Some utilitarian objects have survived. Those in copper include fish, hooks, needles, pincers, mirror frame small picks, chisels, and axes. Ornamental clapper less brass bells have been found in sites all over Mexico and Central America. North American Indians also used brass for tools, weapons, ornaments and amulets. The metal used was probably native copper, which was and is still abundant around the shores of Lake Superior a number of copper artifacts were discovered, mainly in burial mound during the last decades of the 20th century.

(Source- Bali-Goghat Brass Cluster Report, The Design Clinic Scheme - National Institute of Design www.designclinicsmsme.org)

INDIAN MANUFACTURING INDUSTRY

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 mission's 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: India Brand Equity Foundation www.ibef.org)



Gujarat has been the home of metal workers from as early as the Chalcolithic copper –Stone Age. Sites of Indus Valley Civilization spread all over the state and echo, the presence of indigenous technique of metallurgy. It is well known that the Hardpan man, whose remnants have been found in abundance in Gujarat, had excelled in forging, hammering and casting of copper and bronze. Aryans too had in all probability, known the use of a metal known as Ayas, which later on came to mean iron but had in that period perhaps denoted bronze or Copper. One of the earliest and most formidable board of metal east objects of Gujarat is the one discovered at Akota, near Baroda. A metal bell of the sixth century and an incense burner from the ninth century from this board are perhaps the earliest recorded metal objects of everyday art of Gujarat.

The craftsmen of Gujarat have excelled even in the making of utensils. Visit any home in Gujarat and you are sure to find a variety of gleaming copper, brass and iron vessels, each with a shape and form suited to the specific need. Metal lamps, incense burners, boxes for storing betel leaf and nut, nutcrackers, large dowry containers, and votive figurines are other examples of metal work available in Gujarat. The metal artisans of Gujarat are known as “Kansaras”, whose name is derived from Sanskrit word “Kansu” which means bronze. Before the introduction of brass, the use of bronze utensils was very common. The varied kinds of nutcrackers and religious and other figurines make for ideal souvenirs and gifts.

Kutch and Rajkot are the famous for metal engravings and ornaments that are considered so typical of Gujarat. Anjar, Sinhor, Surendranagar, Dhrangadra, and Wadhawan are good places to buy brass and iron utensils, cutlery, knives and scissors. You can also watch arrows being crafted here, and pick up knives and daggers with beautiful sheaths and hilts. The brass industry of Jamnagar is one of the largest in India.

The brass parts industries are mostly concentrated in an around Jamnagar district which caters to the requirement of around 70% of the machine brass component of the country and also in some quantity export to various Countries. The brass parts industry in Jamnagar supplies to wide ranging industries such as electrical appliances, automobiles, bicycles, electronics, building hardware etc.

As per the account the brass parts industry in Jamnagar above 60 years old. It started around the late 1940s as a result of downfall of the brass button making units. The main cause for its downfall was the lack automated machines. They were not able to meet the demand for the good qualities of buttons manufactured by them. This was not the only reason the development of nylon buttons in Japan brought down the demand by a huge margin. It became non feasible for the manufacturer to continue in the competitive world of buttons.

With minor changes in the available machinery the brass button manufacturer changed their production into brass parts components. Necessity is the mother of invention. This led to the development of the brass machine manufacture in Jamnagar. Along with this the casting also developed in Jamnagar. They were able to do it in a very cost effective manner.

(Source- Bali-Goghat Brass Cluster Report, The Design Clinic Scheme - National Institute of Design www.designclinicsmsme.org)

CATEGORIZATION OF BRASS

Brass basically refers to a yellowish alloy of copper and zinc, which moreover also comprise a little bit amounts of other metals, but generally 67 percent copper and 33 percent zinc. Brass has been widely used in the manufacturing of ornaments, objects or utensils and so on. As a consequence of aforesaid discussion one can conclude that brass is an only term which is used for the alloys of copper and zinc.

The strength and versatility of brass objects solely depend upon the proportions and quality of zinc and copper. While copper and zinc blended together efficiently, it gives birth to brass. At a world level brass has been often termed as substitution alloy. On the basis of brass's usage, application etc. we can categorize the types of brass as mentioned below. Following are the major Brass types:-



- **Yellow brass** is an American term for 65% Cu - 35% Zn. It is an excellent cold workability. Brass can be used for flashlight shells, lamp fixtures, radiator cores and tanks, fasteners, screws, springs, grill work, stencils, plumbing brass goods locks, hinges, plumbing accessories, pins, rivets.
- **White brass** contains more than 50 % zinc and is too brittle for general use.
- **Red brass** is an American term for CuZnSn alloy known as “*Gunmetal*”. It is an excellent cold workability, good hot formability. It can be used for weather-stripping, conduit, sockets, fasteners, fire extinguishers, condenser and heat exchanger tubing, plumbing pipe, radiator cores etc.
- **Forging Brass** contains 59.5% Cu, 2.0% Pb, and 38.0% Zn. It is an excellent hot workability. Fabricated heading and upsetting, hot heading and upsetting, machining. It can be used for forgings and pressings of all kinds.
- **Cartridge brass** is a 70% Cu and 30% zinc brass with good cold working properties. Application is radiator cores and tanks, flashlight shells, lamp fixtures, fasteners, screws, springs, grill work, stencils, plumbing brass goods locks, hinges, ammunition components, plumbing accessories, pins, rivets.
- **High brass**, contains 65% copper and 35% zinc, has a high tensile strength and combines excellent machinability with moderate cold workability. It is used for clock plates and nuts, clock and watch backs, gears, wheels and channel plate, bearing cages, book dies, hinges, hose couplings, keys, lock parts, lock tumblers, strike plates, templates, type characters, washers, and wear plates.
- **Low brass** is a copper-zinc alloy containing 80% Cu - 20% zinc with a light golden colour, excellent ductility, cold workability and fabricating characteristics and is used for flexible metal hoses and metal bellows, battery caps bellows, musical instruments, clock dials, pump lines, flexible hose.
- **Free cutting brass** containing is 61.5% Cu, 3.1% Pb, and 35.4% Zn. It is an excellent machinability, fabricated by machining, rolls threading and knurling and used for gears, pinions, automatic high-speed screw machine parts.
- **Naval brass** containing is 60.0% Cu, 39.2% Zn, and 0.8% Sn. It is an excellent hot workability and hot forge ability, Fabricated by blanking, drawing, bending and upsetting, -hot forging, pressing. It is application in aircraft turnbuckle barrels, balls, bolts, marine hardware, nuts, propeller shafts, rivets, valve stems, condenser plates, welding rod.
- **Admiralty brass** contains 30% zinc and 1% tin which inhibits dezincification in most environments.
- **Silicone red brass** contains 81.5% Cu, 14.5% Zn, and 4.0% Si. It is an excellent hot formability or fabrication by forging, screw machine operations. Its application in valve stems where corrosion resistance and high strength are critical.
- **Alpha brasses** with less than 35% zinc, are malleable, can be worked cold, and are used in pressing, forging, or similar applications. They contain only one phase, with face-centered cubic crystal structure. Prince’s metal or Rupert’s metal is a type of alpha brass containing 75% copper and 25% zinc. Due to its beautiful yellow colour, it is used as an imitation of Gold.
- **Alpha-beta brass (Munoz metal)**, also called duplex brass, is 35– 45% zinc and is suited for hot working. It contains both α and β' phase; the β' -phase is body-centered cubic and is harder and stronger than α . Alpha-beta brasses are usually worked hot.



- **Beta brasses**, with 45-50 % zinc content, the beta brasses are less ductile than the alpha types and generally must be hot worked or cast in order to be fabricated into useful articles. What is interesting is that in spite of the lower copper content the beta brasses have rather good corrosion resistance, relative to the alpha brasses. Thus beta brasses are commercially useful for marine hardware, heat exchange tubing and architectural panel sheets.
- **Aluminium brass** contains 77.5% Cu, 20.5% Zn, 2.0% Al, which improves its corrosion resistance, excellent cold workability for forming and bending. Application is condenser, evaporator and heat exchanger tubing, condenser tubing plates, distiller tubing, and ferrules
- **Arsenical brass** contains an addition of arsenic and frequently aluminium and is used for boiler fireboxes.
- **Manganese brass** is a brass most notably used in marking golden dollar coins in the United States. It contains roughly 70% copper, 29% Zinc and 1.3% manganese with excellent cold formability, fabricated by blanking, bending, forming, stamping, welding.
- **Common brass**, or rivet brass is a 37% Zinc brass, cheap and standard for cold working
- **Rich low brass** is 15% Zinc. It is often used in jewellery application.
- **Tonval brass** is a **copper**-lead-zinc alloy. It is not recommended for seawater use, being susceptible to dezincification.
- **Free - Machining brasses**, typically, free-machining brass contain about 58% copper and 39% Zinc. Lead is added to improve machinability. Additions of other elements such as manganese, tin, aluminium, iron, silicon and arsenic may be used to improve strength and corrosion resistance.

(Source- Bali-Goghat Brass Cluster Report, The Design Clinic Scheme - National Institute of Design www.designclincismsme.org)

CONVERTING BUSINESS OF BRASS – A PROFITABLE VENTURE ON THE BASIS OF LONG TERM SITUATIONAL APPROACH

There has been growth in the export of brass products from the country in the past. The unique technical skills with the capability of internal resources applied in manufacturing has had led Indian brass industry to reach the pinnacle. At present, the lack of harmony between knowhow and emerging technology has out broken the position. Indian brass exporters seem demotivated by the attitude of the government and feel sceptical with the facilities and incentives provided to them. Exhibit 8 shows that exporters feel that the government possesses an indifferent attitude towards export of brass. Exporters even feel that the government should actively participate in facilitating exports.

Exporters have started exploring the ways of their survival. So as to capture the lost market, exporters are in the midst of scrutinizing various means to constraints and optimize integrands like infrastructure facilities, physical facilities, state of technology and skills and could lead to continuous improvement of the product, increase in production and reduction the cost.

(Source-Global Customers and Competition, Conference on Global Competition & Competitiveness of Indian Corporate, Dspace Repository @ IIMK, www.dspace.iimk.ac.in)

SWOT ANALYSIS OF INDIAN BRASS INDUSTRY

Opportunities

- Increasing interest for decorative items by consumers in the developed countries.
- Passion for novelty and exclusivity.
- Mammoth income at the disposal of customers in developed countries.
- Growing trend of offering gifts to developing interpersonal relationship.



- Growth in retail sector.
- Growth of e- commerce for direct marketing.

Strengths

- Trained and cheap labour.
- Aesthetic know –how, functional integration and engagements.
- Few competitors for hand made products.
- Uniqueness of products.
- Exporters are flexible and can handle small to medium orders.

Threats

- Competitors are providing products of better quality at a cheaper rate.
- Trade terms of competitors compatible to the customers.
- International standards.
- Unstable government at home.
- Legal obligations.

Weaknesses

- Unstable price of raw material.
- Internal competition.
- Expensive infrastructure.
- Exporters cannot handle big orders.
- Untimely delivery.
- Stereotype manufacturing.
- Stereotype system of marketing adopted by exporters.
- Traditional management style adopted by exporters.

(Source-Global Customers and Competition, Conference on Global Competition & Competitiveness of Indian Corporate, Dspace Repository @ IIMK, www.dspace.iimk.ac.in)



OUR BUSINESS

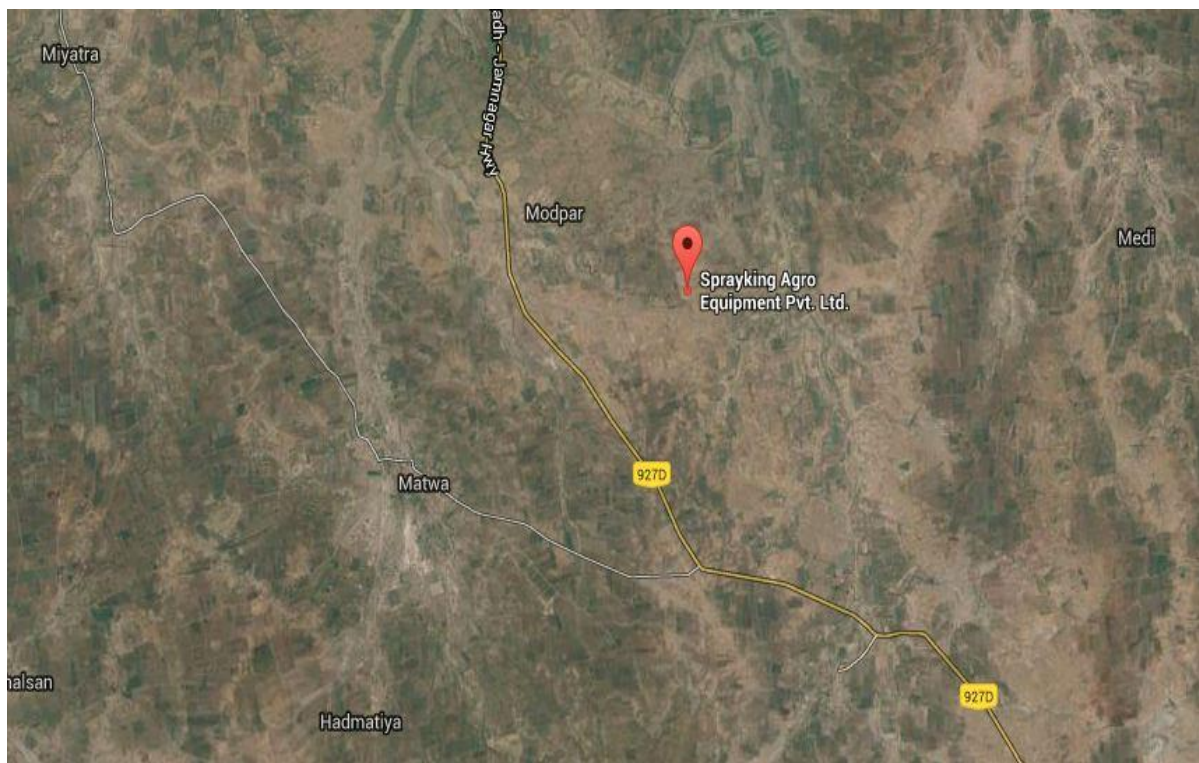
OVERVIEW

Incorporated in 2005, Our Company Sprayking Agro Equipment Limited is engaged in manufacturing of Brass Equipment. We mainly manufacture Brass Agro Equipment and Brass Plumbing Components. Besides this, we can also manufacture Auto and Electrical parts, Fitting Parts, etc made of Brass.

Our manufacturing plant and registered office of our Company is situated at GIDC Phase II Plot No 590 Dared, Jamnagar – 361005

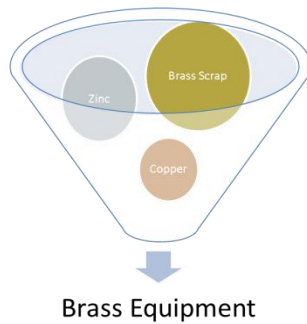
Our Company is promoted by Pragjibhai Patel and Hiteshkumar Dudhagara; both having an experience of more than one decade in Brass Industry. The Company is also promoted by Ronakben dudhagara having experience of more than two years in this Industry. Our manufacturing plant is at Jamnagar which is considered as 'Brass City of India'.

Spread over 500 square meters, our factory is well equipped with latest machinery and equipments. Our manufacturing process is a recycling process and thus helps in solving environmental problems without using the natural resources. The brass industry throughout the world depends on the recycling of brass scrap for its survival. Making brass from new copper and zinc would be uneconomical and wasteful of raw materials so, since new brass articles are made from recycled scrap, brass is said to be sustainable. We use brass scrap as raw material which is imported from USA, UK and other European Countries and convert the scrap into finished goods.



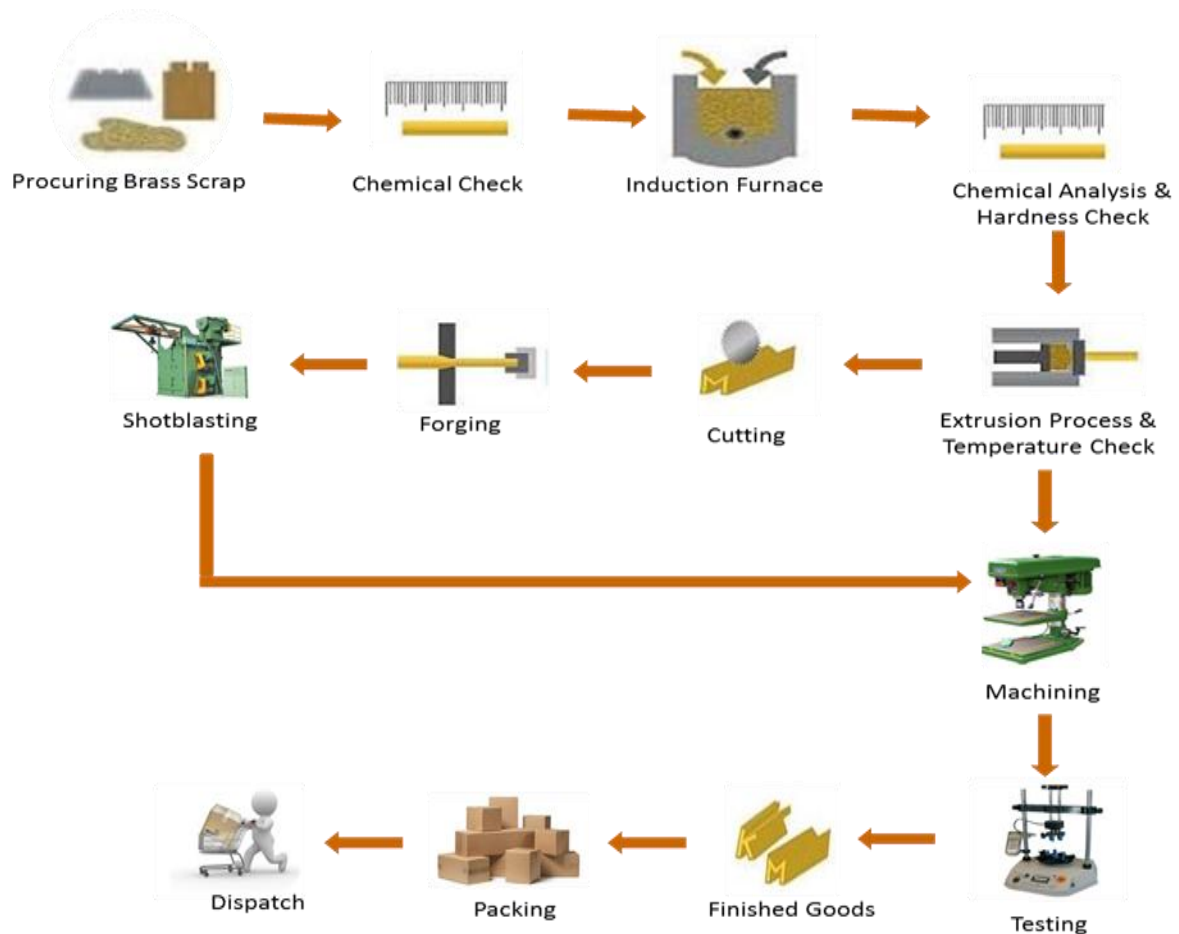


CONTENT OF BRASS EQUIPMENT



Brass is an alloy generally made from Zinc and Copper. It is used for various purposes as it is corrosion free with high tensile strength. We use brass scrap and mix it with Copper and Zinc to give the equipment its proper characteristic. Brass Scrap is filtered by inspection and appropriate amount of Zinc and Copper is added to give it proper characteristic. It is a substitution alloy: atoms of the two constituents may replace each other within the same crystal structure.

OUR MANUFACTURING PROCESS





Procuring Brass Scrap, Zinc and Copper

Our manufacturing process is depended on continuous supply of raw materials i.e brass scrap, zinc and copper used for manufacturing of our brass products. The brass scrap is procured largely from international suppliers. Brass scrap forms the major part of raw material. We procure that on cost negotiation basis as and when required. We procure Zinc and Copper from domestic market.

Material Check

We perform Material Check on Nonferrous Scrap by using Material Spectro Analysis Machine at the time of purchase and after melting in Induction Furnace.

Induction Furnace

Induction furnace technology is used to surround the metal in a crucible by a coil through which an alternating electric current passes. The current induced in the metal causes heating and melting of raw material. Induction furnaces are ideal for melting and alloying a wide variety of metals with minimum melt losses, however, little refining of the metal is possible. The appropriate amount of suitable scrap is weighed and transferred into an induction furnace where it is melted at about 900 to 1000°C. Zinc and Copper is added as required for the particular brass formulation. They are added in case of deficiency of the same in the scrap.

Chemical Analysis and Hardness Check

We perform Material Check on Brass Ingot by using Material Spectro Analysis Machine after melting in Induction Furnace. We use Rockwell Brinell Hardness Testing Machine and Vickers Machine to check the hardness. The hardness depends on customer specification.

Extrusion Process and Chemical Check

Extrusion is a process used to create objects of a fixed cross-sectional profile. Brass is pushed through a die (a certain manufacturing tool) of the desired cross-section.

Forging related Process

The process of cutting, forging and shot blasting is required only when the product manufactured is with some hollow shapes. It depends on the customer requirement and does not form part of all products.

Cutting

After completion of extrusion process, the rods are cut to smaller pieces according to the requirement.

Forging

Forging is a manufacturing process involving the shaping of metal with localized compressive forces. The blows are delivered with a hammer or die according to the product requirement.

Visual Inspection

After completion of forging process, the goods are inspected visually on random basis. Deficient products are removed and added to brass scrap for melting. Goods which pass the visual inspection are forwarded to shotblasting machine.

Shotblasting

Shotblasting is optional and depends on client requirement. Shotblasting is done for giving proper finishing touch to the product.

Machining

We perform Turning, Drilling and Threading Process on various types of machines like Automatic Turret Machine, Turning Lathe Machine, Vertical Milling Machine, CNC and SPMs. We perform the processes either on Extruded Rod or Forged Product as per the product requirement.

Testing and Assembly



Torque testing is used as a quality control mechanism to test or calibrate torque controlled tools. This is done so as the product doesn't tear out. It is a kind of material check on the product. After torque testing; pressure testing is done randomly on sample basis. Irregular shaped products are selected for the pressure test and are pressurised at 8 mega Pascal. The deficient products are removed and the products which pass the test are sent for packing.

Finished Goods, Packing and Dispatch

Finished Good are packed in cardboard boxes in a set of such number of units as the clients specify. Plumbing products are packed into retail boxes while the agro equipments are packed in lots. They are further despatched to customer's place by using third party transportation.

OUR PRODUCT RANGE

AGRO EQUIPMENTS

KnapSack Sprayer Parts



KnapSack Sprayer Parts are used in Agri-sprayers and are available in various sizes 10 litre, 13 litre, 16 litre, 18 litre. They are highly portable and are easily mobile in the field by hanging the tank on the back of the individual. Pressure is built in this sprayer by the use of handle which extends under the arm of the person and on the other hand there is a spray gun which acts as an outlet for the built pressure. Uniform pressure can be maintained by keeping the sprayer in continuous operation.

Marut Sprayer Parts

Marut Sprayers are suitable for cotton, potatoes, paddy, jute, sugarcane, groundnut and vegetables. We manufacture most of the brass parts used in Marut Sprayers including accessories for 3.5 litres, 6 litres, 9 litres, 12 litres. Manufacturing of these parts are done according to customers requirement



Foot Sprayer Parts



Foot sprayer is one which is operated with foot i.e. pressure is built using foot unlike in knapsack sprayer where pressure is built using hand. Foot sprayers are used for spraying chemicals on trees. These sprayers have enormous capacity to throw the liquid up to height of 30 feet. People having bamboo plantations, rubber estates, mango trees normally prefer this type of sprayer. Apart from basic amenities Foot Sprayer consist of pump operated by the foot lever, suction hose with strainer and a barrel.

Foot sprayer does not have an inbuilt tank therefore an additional container is required to store the liquid to be sprayed. A suction hose from the container is attached to the pressure barrel. Pressure can be built by using the foot and then there is an outlet from the pressure chamber to spray the liquid. However there is a requirement of two to use this sprayer. One person builds the pressure and other sprays the liquid.



Rocker Sprayer Parts

Rocker sprayers are operated with a long lever for high pressure spraying on trees and orchard crops. The entire parts of the sprayer are mounted on a wooden board which is held to the ground using foot. This sprayer has a provision of using two spray guns at a time. In a normal case using a rocker sprayer requires two individuals at a time to spray the contents however if there are two spray gun there will three persons required. Mechanism rocker sprayer and foot sprayer is some what similar, only difference here being pressure is built here using hand in rocker sprayer, while in other case foot is used to make pressure.

Rocker sprayers are widely used for spraying the contents on tall trees like coconut, areca nut, sugar cane, rubber plantations, orchards, vineyards and field crops, vegetable gardens, flower crops etc.



Hitech Sprayer Parts

We manufacture most of the parts used in Hitech Sprayers including accessories. These parts are manufactured according to customers requirement

Gun Sprayer Parts



These types of Guns are used to spray on high or tall trees. We manufacture most of the parts used in Gun Sprayers including their accessories. These parts are manufactured according to customers requirement

HTP Sprayer Parts

Known for their trouble free operations and long functional life, HTP Sprayers are customized according to client requirements. With the help of this sparye are one can spray a large area by pipe. We manufacture most of the parts used in HTP Sprayers including accessories.



Nut Nipples

These Nut - Nipples are used in most of the agricultural and Horticultural Sprayers. This parts are very useful to manufacturer of agricultural pumps

Strirup Sprayer Parts

Strirup sprayers are widely used and very popular for purpose of mosquito control. Apart from this small farmers and vegetable growers also use this more frequently because of its simplicity and ease of operation. Also commonly called as bucket sprayer. This is because Strirup sprayer is used by submerging the pump in the bucket containing the chemical. Pressure is build by movement of handle in up and down position and the same is delivered to lance through a pipe which is normally 5 metre long. In a normal course a flat fan nozzle is used to spray the chemical which is provided with the sprayer. Strirup Sprayers are used for the purpose of health, killing mosquitoes, orchards, nurseries, vegetable gardens etc. We manufacture this parts according to customers requirement





PLUMBING AND SAANITARY COMPONENTS



We have started manufacturing of Plumbing products for domestic as well as foreign marketssince last three years. We currently manufacture these prodcuts in different types of grades like commercial Brass, Forged Brass and DZR Brass. Our products are used as sanitary fittings and in plumbing pipes.The products are directly sold to traders. The end use of our product is retail consumers. Steadily we have developed good market of our plumbing products and plan to expand our product range in the same segment.

COMPETITIVE STRENGTHS



1. Fully integrated plant

We have an integrated business unit located at Dared, Jamnagar. The primary raw material used is Brass Scrap which is used to manufacture Brass Agro Equipment and Plumbing products. Our manufacturing facility is fully integrated as it converts raw material into finished product. We have a competitive advantage over other players as we manufacture from bottom to top. We recycle the scrap to produce the end product. We also manufacture customized brass products as per customer specification which gives us edge over other players.

2. Niche Business Segment

We are into manufacturing of Brass Agro Equipment and have a niche market of our products. Brass Agro Equipment is a niche product in itself. Over the years we have specialized in manufacturing Brass Agro Equipment and have created a brand value for our self.

3. Experienced Board of Promoters

We believe the experience and depth of our management team to be a distinctive competitive advantage in the industry in which we operate. Our dedicated and experienced promoters with more than a decade of experience in the Brass Industry gives us a competitive advantage over the players.



We believe they have been key drivers to our growth in revenue and earnings through the efficient execution and operations.

4. Customer Centric Business Model

Our Company focuses on attaining highest level of customer satisfaction. The progress achieved by us is largely due to our ability to address and exceed customer satisfaction. The promoters of the Company have years of expertise and are well acquainted with domestic and international markets. We have strong reputation with our customers and we try to excel on the same.

5. Locational advantage

Our manufacturing facility is situated at Dared, Jamnagar which is known as 'Brass City of India', thereby resulting in easy availability of transportation and port facilities along with power and other infrastructure facility. Our raw material is imported from USA, UK and other European Countries. Further our manufacturing facility is situated at around 300 km away from Mundra Port, enabling us to import raw materials at pace.

COLLABORATIONS

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

OUR RAW MATERIALS

Our Major Raw Materials include



Brass Scrap

Brass Scrap forms a major part of our raw material. Large portion of Brass Scrap is imported as we procure it at a cheaper cost as compared to domestic market. We procure scrap from USA, UK and other European Countries. Brass Scrap is melted with Zinc and Copper to form required consistency.



Zinc

Zinc is one of the component of brass. The amount of zinc varies depending on the type of brass. It is used to increase the strength of brass and make it harder.



Copper

Copper is another component of brass. The amount of copper varies depending on type of brass. It is used to provide corrosion resistance to Brass. It is used as it is hygienic metal that slows down the growth of germs and thus used for allied agriculture products.

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our registered office and manufacturing unit at Dared, Jamnagar is well equipped with computer systems, internet connectivity, other communications equipment, security and other facilities, which are required for our business operations to function smoothly. It is equipped with requisite utilities and modern facilities including the following:

Power



Our Company meets its Power requirements by purchasing electricity from Paschim Gujarat Vij Company Limited.

Water

We meet our water requirements for our manufacturing process and our registered office by purchasing the same from Corporation and outsource suppliers.

EXPORT AND EXPORT OBLIGATIONS

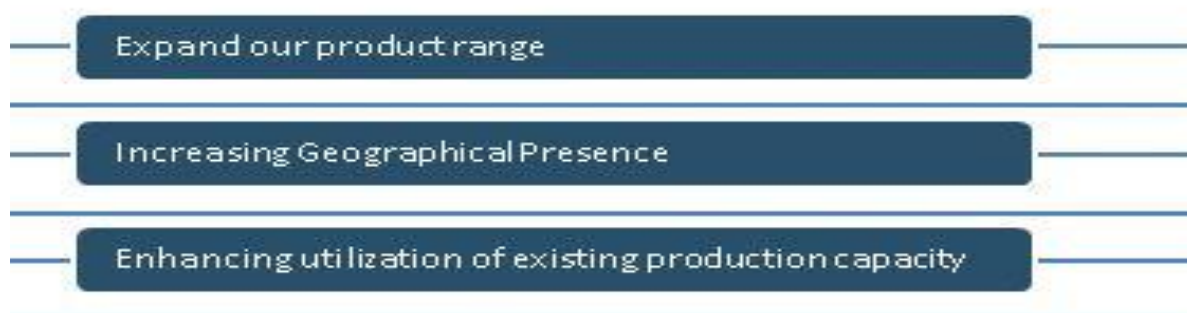
Our Company doesnot have any Export Obligation as on date of filing of this draft prospectus.

HUMAN RESOURCE

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

As on the date of this Draft Prospectus we have 56 employees. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work progress and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

BUSNIESS STRATEGY



Expand our Product Range

Currently our reveune is largely driven from manufacturing Brass Agro Equipment. We have a fully integrated plant capable of manufactuirng various other Brass Products. Currently we also use our plant to manufacture customer specific products. We plan to utilise our manufacturing plant for other brass products including Plumbing Components, Auto Parts, Electrical Parts, etc.

Increasing Geographical Presence

We plan to expand our presence in other region of India as well as International Market.Through a combination of increased utilization of capacities, reduced costs, wider range of products adhering to global standards, marketing initiatives, competitive pricing and more efficient use of resources, we intend to expand our global footprint and become a preferred supplier in the steel industry.

Enhancing utilization of existing production capacity

Our current business model comprises more of trading and less of manufacturing activities, resulting into under utilization of our installed production capacity. We intend to increase our manufacturing activities simultaneously with our trading activities by offering our customer base qualitative and reliable range of products. With our widespread dealer network built over the years, we seek to capitalize this base for increasing our manufacturing activities.



CAPACITY UTILIZATION

(Metric Ton)

Product Name	Installed	Actual			Projected*		
		2012-13	2013-14	2014-15	2015-16	2016-17	2017-18
Agriculture Brass Component		282.81	315.66	238.73	245.00	260.00	270.00
Plumbing Fitting & Sanitary Fittings		2.23	14.28	39.59	55.00	90.00	130.00
Total	450	285	330	278	300	350	400
Capacity Utilization (in %)		63%	73%	62%	67%	78%	89%

The Company is underutilizing its installed capacity and will achieve higher production by utilising its installed capacity. The Projected capacity for the next three years cannot be accurately estimated as the production depends upon the demand of the products and the capacity of the machines cannot be determined as the same machineries are used for different products.

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.

END USERS

Agro Equipments

We supply Agro Equipments to Industrial users. Our customers include Agro Spray manufacturers and manufacturers of other allied products

Plumbing and Sanitary Components

We supply Plumbing and Other Equipments to traders who sale the it in retail market.

MARKETING

The efficiency of the marketing and sales network is critical success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. Our marketing team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our marketing team, which comprises of people with vast experience regularly interacts with them and focuses on gaining an insight into the additional needs of customers. We have conducted seminars, workshops for spreading awareness amongst use of fossil fuel about benefits and other advantages of using bio-fuels.

INSURANCE

We have taken different insurance policies under Standard fire and special peril policy, brief details of which are as under:



Sr n o	Policy No.	Policy Details	Insurance Details	Property Insured	Premiu m (Rs)	Date of Expiry of Policy	Insurance Amount (Rs.)
1	21220011 14010000 1062	The New India Assuranc e Company Limited	Standard Fire & Special Perils Policy	GIDC, Phase II, Plot No. 590, Dared, Jamnagar	50,816.0 0	Septem ber 05, 2016	3,94,00,000

INTELLECTUAL PROPERTY

We have not registered any intellectual property

LAND AND PROPERTY

Our Registered Office and our Plant situated at GIDC Phase II Plot No 590/1 and 590/2 Dared is taken on lease from our Gujarat Industrial Development Corporation for a period of 99 years ending on 09th November, 2104



KEY INDUSTRY REGULATIONS AND POLICIES

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

Taxation statutes such as the Income Tax Act, 1961 and labour laws apply to us as they do to any other Indian company. The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, please refer to the chapter titled “Government and Other Statutory Approvals” beginning on page number 249 of the Prospectus.

EMPLOYMENT & LABOUR RELATED LAWS

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.

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

Industrial Dispute Act, 1947 provides for the investigation and settlement of industrial disputes. It also contains various provisions to prohibit strikes and lock-outs, declaration of strikes and lockouts as illegal and provisions relating to lay-off and retrenchment and closure, Conciliation and adjudication of industrial disputes by; Conciliation Officers, a Board of Conciliation, Courts of Inquiry, Labour Courts, Industrial Tribunals and a National Industrial Tribunal.



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

The EPF Act is applicable to the 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.

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

All the establishments to which the ESI Act applies are required to be registered under the ESI Act with the Employees State Insurance Corporation. 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 Wages Act, 1936

Payment of Wages Act, 1936 contains provisions as to the minimum wages that are to be fixed by the appropriate Governments for the employees, fixation and revision for the minimum wages of the employees, entitlement of bonus to the employees, fixing the payment of wages to workers and ensuring that such payments are disbursed by the employers within the stipulated time frame and without any unauthorized deductions.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment covered under this Act 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.

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.

Workmen's Compensation Act, 1923

The Workmen's Compensation Act, 1923 ("WCA") has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/ loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

Maternity Benefit Act, 1951

The Maternity Benefit Act, 1951 provides for leave and some other benefits to women employees in case of confinement or miscarriage etc.



Equal Remuneration Act, 1979

The Equal Remuneration Act 1979 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.

Industrial Disputes Act, 1947

The Industrial Disputes Act 1947 lays down the machinery and procedure for investigation, settlement and resolution of Industrial disputes in what situations a strike or lock-out becomes illegal and what are the requirements for laying off or retrenching the employees or closing down the establishment.

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 Building and Construction Industry.

Contract Labour (Regulation and Abolition) Act

The Company engages for each of its stores the services of various contractors for various activities including, house keeping security, maintenance, tailoring and valet services. These contractors in turn employ contract labour whose number exceeds twenty in respect of some of the stores. Accordingly, the Company is regulated by the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 which requires the Company to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labour.

Trade Union Act, 1926

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.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. Under Section 139(1) of the Income Tax Act, 1961, every Company is required to file its Income tax return for every Previous Year by October 31st of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, 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.



Excise Regulations

The Central Excise Act, 1944 seeks to impose an excise duty on excisable goods which are produced or manufactured in India. The rate at which such a duty is imposed is contained in the Central Excise Tariff Act, 1985. However, the Indian Government has the power to exempt certain specified goods from excise duty by notification.

Value Added Tax

The levy of Sales Tax within the state is governed by the VAT Act and Rules of the respective states. VAT has resolved the problem of Cascading effect (double taxation) that were being levied under the hitherto system of sales tax. Under the current regime of VAT the trader of goods has to pay the tax (VAT) only on the Value added on the goods sold. Hence VAT is a multi-point levy on each of the entities in the supply chain with the facility of set-off of input tax- that is the tax paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. Only the value addition in the hands of each of the entities is subject to tax. Periodical returns are required to be filed with the VAT Department of the respective States by the Company.

Central Sales Tax Act, 1956

In accordance with the Central Sales Tax Act, every dealer registered under the Act shall be required to furnish a return in Form I (Monthly/ Quarterly/ Annually) as required by the State sale Tax laws of the assessee authority together with treasury challan or bank receipt in token of the payment of taxes due.

OTHER LAWS

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. Our Company's offices have to be registered under the Shops and Establishments laws of the state where they are located.

ENVIRONMENTAL LEGISLATIONS

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.

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.

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.

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.

INTELLECTUAL PROPOERTY LEGISLATIONS

Trademarks

Trademarks have been defined by TRIPs as any sign, or any combination of signs capable of distinguishing the goods or services of one undertaking from those of other undertakings. Such distinguishing marks constitute subject matter under TRIPs. TRIPs provide that initial registration and each renewal of registration shall be for a term of not less than ten years and the registration shall be renewable indefinitely. Compulsory licensing of trademarks is not permitted. 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 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.

Gujarat Industrial Policy for SMEs 2015

Government of Gujarat enacted The Industrial Policy Act 2015 aiming to create a healthy, conducive climate for conduct business and industrial production. The act also focuses on Micro, Small & Medium Enterprises (MSMEs) which covers the medium sector of Gujarat. Gujarat has witnessed strong growth in MSMEs and wishes to strengthen the sector by making it more technology-driven. This type of support will come by way of interest subsidy for manufacturing and service sector, venture capital assistance, quality certification, technology acquisition fund, patent assistance for national and international, energy and water conservation audit, market development assistance and support, MSMEs for credit rating, raising capital through MSE exchange, reimbursement of CGTSME scheme for collateral free loan, state awards under MSMEs and skill development etc. Support would also be extended for development of ancillary and auxiliary enterprises for labour intensive industries.

Upgradation of the existing technology is a requirement of modern industrialization process. The policy tends to build a policy acquisition fund to able to extend financial assistance to industrial enterprises



intending to upgrade their technological setup. The policy encourages adoption of new and innovative technologies for inducing greater efficiency like Financial support will be provided to each cluster for every innovative technology, Financial support through partial reimbursement of cost for filing of domestic patents and international patents.

Gujarat government is taking market development initiatives with the intention of giving enhanced visibility to local produce from large industries and specifically from MSMEs. Government of Gujarat stresses on “Zero Defect” to produce globally-competitive, locally manufactured goods. One of the expansive marketing practices around the globe is participation in international and domestic trade fairs to show one’s products or wares. GOG will make market credit available to MSMEs.

Quality improvement is strongly envisaged in the new industrial policy. The assistance will be granted by national (approved by quality council of India) and international certification. The policy also intends to encourage use of enterprise resources planning system (ERP) for MSMEs. Government of Gujarat also provides assistance for raising capital through SME exchange on one time basis. Innovation is a continuous process and the Government is committed to support such initiatives in a sustainable manner.

To promote innovation and new projects in SME the following interventions are envisaged:

- a. Venture capital funding for project adopting innovative technology
- b. Funds will be provided to GVFL/ FI/ nodal bank to provide equity support to SMEs.

Government of Gujarat will also develop Plots/ Shed for Micro and Small Enterprises like, Assistance to GIDC for development of New Estate or Area earmarked in existing estates for micro and small enterprises for plot size upto 1000 sq. mts., assistance for multi-storeyed sheds in saturated estates. etc

FOREIGN INVESTMENT

For details in relation to the regulations regarding foreign investment, see section titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 313 of this Draft Prospectus.



OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY

Our Company was incorporated as “Sprayking Agro Equipment Private Limited” at Dared, Jamnagar, Gujarat as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated February 17, 2005 bearing Corporate Identification Number U29219GJ2005PTC45508 issued by Registrar of Companies, Gujarat. Subsequently, our Company was converted into Public Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on March 1, 2016 and name of our Company was changed to “Sprayking Agro Equipment Limited” pursuant to issuance of fresh Certificate of Incorporation dated March 5, 2016. The Corporate Identification Number of our Company is U29219GJ2005PLC045508.

Pragjibhai Patel, Hiteshkumar Dudhagara and Ronakben Dudhagara are promoters of our Company.

Pragjibhai Patel, Hiteshkumar Dudhagara, Premji Patel and Jasmin Patel were the initial subscribers to the Memorandum of Association of our Company. Ronakben acquired 6000 Equity Shares of the Company on June 14, 2005. Premji Patel, Jasmin Patel and Jignesh Patel have disassociated themselves by transferring 72,500, 36,000 and 35,000 Equity Shares of our Company to Premjibhai Patel Family.

Our Company is engaged mainly into manufacturing of brass agro equipment and brass plumbing components. We are also capable of manufacturing auto parts, electrical parts, transformer parts etc. For details regarding market of each segment, exports and profits due to foreign operations together with country wise analysis, standing of our Company in comparison with prominent competitors, with reference to its products, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc refer to chapters titled “*Our Business*”, “*Financial Statements as Restated*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*”, “*Government and Other Statutory Approvals*” beginning on page 136, 176, 229 and 249 respectively.

The total number of members of our Company as on the date of filing of this Draft Prospectus is 7 (Seven). For further details, please refer the chapter titled “*Capital Structure*” beginning on page 67 of this Draft Prospectus.

CHANGES IN OUR REGISTERED OFFICE:

Since incorporation our Company’s registered office is situated at GIDC Phase II, Plot No 590, Dared, Jamnagar - 361005.

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The main objects of our Company are:

“To carry on with or without collaboration, the business to manufacture, produce, assemble, alter, convert, design, develop, erect, establish, fabricate, finish, install, repair, maintain, modify, market, renovate, recondition remodel, import, export, buy, sell, resale, service, turn to account and to act as agent, broker, stockiest, turn key supplier, contractor, promoter, consultant, franchiser, collaborator or otherwise to deal in all types, kinds, capacities, description, specification of agriculture machinery, equipment, items, materials, spare parts and its parts, fittings, fixture, in all kinds of ferrous and non-ferrous metals and Equipment/parts, metal scraps, Zinc scraps, and other allied metals, brass parts, brass parts foundry, brass wastes, brass powder, brass sheets, brass strips, brass wires, sanitary Brass parts, Plumbing Parts, Electric Wiring related brass parts, perforated, printed embossed of all types, varieties, strengths, specifications, descriptions, dimensions and shapes, of the products, including angles, tubes, pipes, revets, buckles, bolts, nuts, screws, sanitary wares, hardware’s utensils and allied items, their parts, accessories and components in and outside India.”

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 15, 2011	Increase of Authorised Capital from Rs. 10,00,000 consisting of 1,00,000 Equity Shares of Rs.10/- each to Rs. 50,00,000 consisting of 5,00,000 Equity Shares of Rs.10/- each
August 25, 2015	Increase of Authorised Capital from Rs. 50,00,000 consisting of 5,00,000 Equity Shares to Rs. 65,00,000 consisting of 6,50,000 Equity Shares of Rs.10/- each
September 16, 2015	Increase of Authorised Capital from Rs. 65,00,000 consisting of 6,50,000 Equity Shares of Rs.10/- each to Rs. 3,50,00,000 consisting of 35,00,000 Equity Shares of Rs.10/- each
March 1, 2016	Conversion from Private to Public : Clause I of the Memorandum of Association of the Company changed to reflect changed name of the Company as a result of Conversion from Private to Public Limited. The name changed from Sprayking Agro Equipment Private Limited to Sprayking Agro Equipment Limited
March 1, 2015	Change in main Objects of the Company. Our Company has changed its Main Object from: <i>“To carry on with or without collaboration, the business to manufacture, produce, assemble, alter, convert, design, erect, establish, fabricate, finish, install or repair, maintain, modify, renovate, recondition remodel, import, export, buy, sell, resale or service, turn to account and to act as agent, broker, stockist, turn key supplier, contractor, promoter, consultant or franchiser, collaborator or otherwise to deal in all types, kinds, capacities, description, specification of agriculture machinery, equipment or items, materials or spare parts and its parts, fittings, fixtures.”</i> to <i>“To carry on with or without collaboration, the business to manufacture, produce, assemble, alter, convert, design, develop, erect, establish, fabricate, finish, install, repair, maintain, modify, market, renovate, recondition remodel, import, export, buy, sell, resale, service, turn to account and to act as agent, broker, stockiest, turn key supplier, contractor, promoter, consultant, franchiser, collaborator or otherwise to deal in all types, kinds, capacities, description, specification of agriculture machinery, equipment, items, materials, spare parts and its parts, fittings, fixture, in all kinds of ferrous and non-ferrous metals and Equipment/parts, metal scraps, Zinc scraps, and other allied metals, brass parts, brass parts foundry, brass wastes, brass powder, brass sheets, brass strips, brass wires, sanitary Brass parts, Plumbing Parts, Electric Wiring related brass parts, perforated, printed embossed of all types, varieties, strengths, specifications, descriptions, dimensions and shapes, of the products, including angles, tubes, pipes, revets, buckles, bolts, nuts, screws, sanitary wares, hardware’s utensils and allied items, their parts, accessories and components in and outside India.”</i>

KEY EVENTS AND MILESTONES



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

Year	Events
2005	Incorporation of Company
2013	Expanded our product portfolio to manufacture Plumbing Equipment
2016	Conversion from Private Company to Public

OUR HOLDING/ SUBSIDIARY COMPANY

Our Company has neither holding nor subsidiary Company as on date of filing of this Draft 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 176 and 67, respectively, of this Draft 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 Draft Prospectus, our employees are not unionized.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

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

STRATEGIC PARTNERS

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

FINANCIAL PARTNERS

As on the date of this Draft Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS

There have been no defaults or rescheduling of borrowings with financial institutions/banks. However our Company has delayed in paying the instalment amount for the financial year 2013-14 to SIDBI.



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 six directors on our Board. Our Company confirms that the Composition of our Board of Directors complies with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment as Director	Other Directorship
1.	Name: Hiteshkumar Dudhagara Age: 36 years Father's Name: Pragjibhai Patel Designation: Chairman and Managing Director Address: Gangotri, 3-Raghuvir Society, Near Janta Fatak, Jamnagar - 361004 Occupation: Business Nationality: Indian Term: 5 Years and liable to retire by rotation DIN: 00414604	Initial Appointment: February 17, 2005 Designated as Chairman and Managing Director on March 1, 2016	Jamnagar Brass Industries Technology Upgradation Centre
2.	Name: Pragjibhai Patel Age: 60 years Father's Name: Meghji Patel Designation: Chairman & Whole Time Director Address: Gangotri, 3-Raghuvir Society, Near Janta Fatak, Jamnagar - 361004 Occupation: Business Nationality: Indian Term: Liable to retire by rotation DIN: 00414510	February 17, 2005	NIL
3.	Name: Ronakben Dudhagara Age: 33 years Father's Name: Ramnikbhai Gajera Husband's Name: Hiteshkumar Dudhagara Designation: Director Address: Gangotri, 3-Raghuvir Society, Near Janta Fatak, Jamnagar - 361004 Occupation: Business Nationality: Indian Term: Liable to retire by rotation DIN: 05238631	February 27, 2016	NIL



Sr No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment as Director	Other Directorship
4.	Name: Anand Shah Age: 33 years Father's Name: Manilal Shah Designation: Independent Director Address: Nand Vihar, Nagar Chakla Road, Hawaii Chawk, Sarana Kuvawali Sheri, Jamnagar – 361001, Gujarat, India Occupation: Employed Nationality: Indian Term: 5 Years DIN: 07439476	February 27, 2016	NIL
5.	Name: Dipesh Pala Age: 33 years Father's Name: Designation: Independent Director Address: Jalani Jar, Ramkuva Street, Jamnagar, 361001, Gujarat, India Occupation: Business Nationality: Indian Term: 5 Years DIN: 05304761	February 29, 2016	NIL
6.	Name: Sumeet Ghuntla Age: 33 years Father's Name: Pravinchandra Ghuntla Designation: Independent Director Address: Nandanvan Park, Plot No. 13-16, Ranjitsagar Road, Nr. Saibaba Temple, Jamnagar, 361005, Gujarat, India Occupation: Consultancy Nationality: Indian Term: 5 Years DIN: 05304630	February 27, 2016	NIL

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Pragjibhai Patel

Pragji Patel, aged 60 years, is currently Chairman and Whole Time Director of our Company. He has been Director in our Company since incorporation. He has experience of approx 10 years in brass Industry. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations for our Company.

Hiteshkumar Dudhagara

Hitesh Patel aged 36 years, is the Managing Director of our Company. He has been a Director since the incorporation. He holds a degree in Science; B.Tech from Shivaji University Kolhapur. He has experience of approx. 10 years in the field of brass industry and plays a pivotal role in the technical aspects relating to manufacturing department of our Company.



Ronakben Dudhagara

Ronakben Dudhagara aged 33 years, is appointed as Director of our Company on February 27, 2016. She would act as a Woman Director of our Company. She has an experience of two years in the Brass Industry.

Anand Shah

Anand Shah, aged 33 years is appointed as Independent Director of our Company. He is Masters of Science in Finance from ICFAI University. He is a Chartered Financial Analyst from ICFAI University. He is currently working with Optimum Solutions as a HR and Placement consultant.

Dipesh Pala

Dipesh Pala, aged 33 years is appointed as Independent Director of our Company.

Sumeet Ghuntla

Sumeet Ghuntla, aged 33 years is appointed as Independent Director of our Company.

CONFIRMATIONS

As on the date of this Draft 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
Pragjibhai Patel	Hiteshkumar Dudhagara	Father – Son
Hiteshkumar Dudhagara	Ronakben Dudhagara	Husband – Wife
Pragjibhai Patel	Ronakben Dudhagara	Father in Law- Daughter in Law

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

Except as mentioned below, no other current Directors have received remuneration during the last financial year ended on March 31, 2015,

Name of Director	Amount (in Rs.)
Pragjibhai Patel	Nil
Hiteshkumar Dudhagara	4,80,000

Terms and conditions of employment of our Managing Directors

Hitesh Patel was appointed as Director for our Company since incorporation, and designated as Managing Director of our Company with effect from March 1, 2016. He is entitled to a remuneration of Rs. 75,000 per month.



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.

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 Draft Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1	Pragjibhai Patel	4,71,349	20.63%	14.86%
2	Hiteshkumar Dudhagara	11,71,670	51.27%	36.93%
3	Ronak Dudhagara	3,16,770	13.84%	9.98%

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 175 of this Draft 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 Draft Prospectus or proposed to be acquired by us as on date of filing the of this Draft Prospectus

Interest as member of our Company

As on date of this Draft Prospectus, our Directors together hold 19,59,289 Equity Shares in our Company i.e. 85.75% 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 Draft 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 239 and 175 of this Draft 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 155, 176 and 67 of this Draft 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

Hiteshkumar Dudhagara, Chairman and Managing Director of the Company and hence a Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to him for services rendered to us in accordance with the provisions of the Companies Act 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 67 and 175 respectively of this Draft 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*” beginning on page 145 of the Draft 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 176 of this Draft 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 176 of this Draft 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 Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of the Draft 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 176 of this Draft Prospectus, our Promoters do not have any other interests in our Company as on the date of this Draft 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 Draft Prospectus.

Name	Date of event	Nature of event	Reason
Premjibhai Patel	November 20, 2015	Cessation	Disassociation
Jasmin Mendpara	November 20, 2015	Cessation	Disassociation
Jignesh Pipariya	November 20, 2015	Cessation	Disassociation
Ronakben Dudhagara	February 27, 2016	Appointment	Appointed as Woman Director
Anand Shah	February 27, 2016	Appointment	Appointment of Independent Director
Mehul Rajani	February 27, 2016	Appointment	Appointment of Independent Director
Sumeet Ghuntla	February 27, 2016	Appointment	Appointment of Independent Director
Mehul Rajani	February 29, 2016	Cessation	Resignation



Name	Date of event	Nature of event	Reason
Dipesh Pala	February 29, 2016	Appointment	Appointment as Independent Director
Hiteshkumar Dudhagara	March 1, 2016	Change in Designation	Designation as Chairman and Managing Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at September 21, 2015 Extraordinary General Meeting of our Company, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit and appropriate, notwithstanding that the money to be borrowed together with the money already borrowed by our Company from the financial institutions, Company's banker's, firms, bodies corporate and/or from any other person or persons whether by way of loan, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, borrowed by our Company and outstanding at any one time shall not exceed the sum Rs. 10,000 lakhs (ten thousand lakhs).

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

The following committees have been formed in compliance with the corporate governance norms:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee

A) Audit Committee

Our Company has constituted an audit committee ("**Audit Committee**"), as per section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; vide resolution passed at the meeting of the Board of Directors held on March 7, 2016.

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

Name of the Director	Status	Nature of Directorship
Anand Shah	Chairman	Independent Director
Sumeet Ghuntla	Member	Independent Director



Name of the Director	Status	Nature of Directorship
Dipesh Pala	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers:

- 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 draft 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 March 7, 2016

The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship



Sumeet Ghuntla	Chairman	Independent Director
Anand Shah	Member	Independent Director
Dipesh Pala	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 [•]. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Dipesh Pala	Chairman	Independent Director
Anand Shah	Member	Independent Director
Sumeet Ghuntla	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Compensation Committee are:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- e. Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;
- f. To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.



- g. Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
- h. Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities

Quorum for Nomination and Remuneration Committee

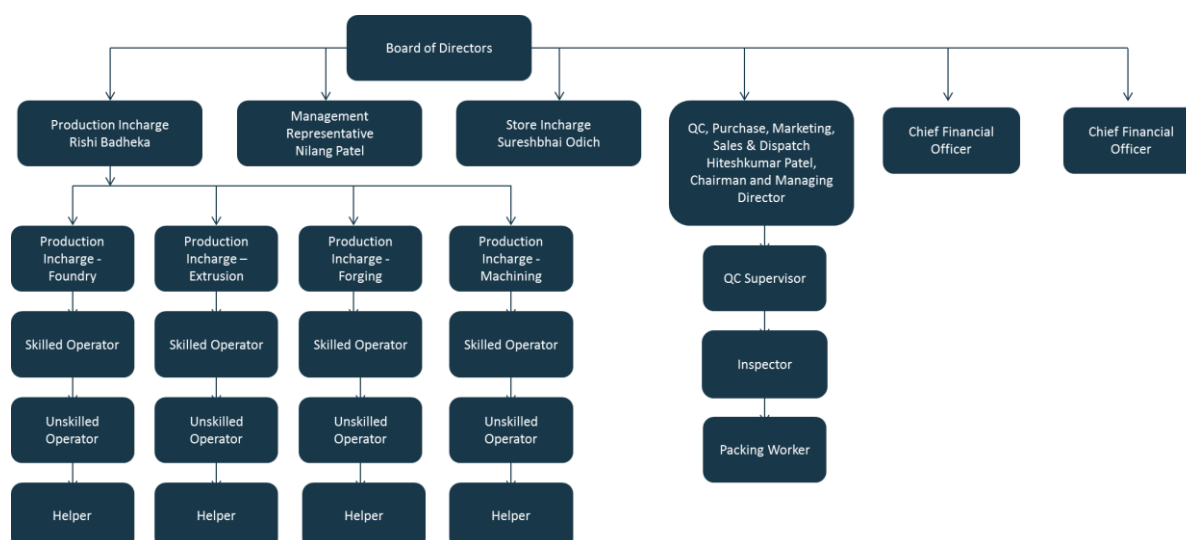
The quorum necessary for a meeting of the Remuneration Committee shall be 2 members or one third of the members, whichever is greater.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, post listing of our Company's shares on the Stock Exchange.

Company Secretary & Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

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

Hiteshkumar Dudhagara, Chairman and Managing Director

Hitesh Patel aged 36 years, is the Managing Director of our Company. He has been a Director since the incorporation. He holds a degree in Science; B.Tech. He has experience of approx. 10 years in the field of brass industry and plays a pivotal role in the technical aspects relating to manufacturing department of our Company.

Rajnik Vasoya

Rajnik Vasoya, aged 33 years is a Chief Financial Officer of our Company from March 5, 2016. He has experience of 4 years in Accounting and Finance. He is responsible for looking after accounting, finance and taxation of our Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL



None of the key managerial personnel are “related” to the each other within the meaning of Section 2 (77) of the Companies Act, 2013. All of Key Managerial Personnel are permanent employee of our Company.

RELATIONSHIPS OF DIRECTORS/ AND PROMOTERS WITH KEY MANAGERIAL PERSONNEL

None of the key managerial personnel are “related” to the Promoter or Director of our Company within the meaning of Section 2 (77) of the Companies Act, 2013.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Prospectus.

Sr. No.	Name of Shareholder	No. of Shares held
1.	Hiteshkumar Dudhagara	11,71,670

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 Draft Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

Interest in promotion of our Company

Hiteshkumar Dudhagara 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 175 of this Draft Prospectus.

Interest in the property of our Company

Hiteshkumar Dudhagara do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the of this Draft Prospectus

Interest as member of our Company

As on date of this Draft Prospectus, Hiteshkumar Dudhagara holds 4,71,349 Equity Shares in our Company i.e. 20.63% 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 Draft Prospectus, our Company has availed loans from Hiteshkumar Dudhagara. For further details, refer to chapter titled “*Financial Indebtness*” section titled “*Related Party Transactions*” beginning on page 239 and 175 of this Draft 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 155, 176 and 67 of this Draft Prospectus Hiteshkumar Dudhagara, 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

Hiteshkumar Dudhagara, Chairman and Managing Director and Rajnik Vasoya, Chief Financial Officer of the Company and 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 155 and 175 respectively of this Draft 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*” beginning on page 145 of the Draft 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 176 of this Draft 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 176 of this Draft 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 Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of the Draft 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 176 of this Draft Prospectus, our Key Managerial Personnel do not have any other interests in our Company as on the date of this Draft Prospectus.

Except as disclosed in this Draft 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
Hiteshkumar Dudhagara	Chairman and Managing Director	March 1, 2016	Designated as Chairman and Managing Director
Rajnik Vasoya	Chief Financial Officer	March 5, 2016	Designated as Chief Financial Officer

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)

Except as disclosed in the heading titled “*Related Party Transactions*” in the section titled “*Financial Statements*” beginning on page 176 of this Draft 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 Pragjibhai Patel, Hiteshkumar Dudhagara and Ronakben Dudhagara.

Brief profile of our individual Promoter is as under:

	Pragjibhai Patel, Promoter and Director Pragji Patel, aged 60 years, is currently Promoter and Director of our Company since Incorporation. He has experience of more than 10 years in brass Industry. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations for our Company. Passport No: NA Driving License: GJ1019800105650 Voters ID: LPJ4190708 Address: Gangotri, 3-Raghuvir Society, Near Janta Fatak, Jamnagar – 361004. For further details relating to Pragjibhai Patel, including terms of appointment as Director, other directorships, please refer to the chapters titled “<i>Our Management</i>” beginning on pages 155 of this Draft Prospectus.
	Hitesh Patel, Promoter, Chairman and Managing Director Hitesh Patel aged 36 years, is the Managing Director of our Company. He has been a Director since the incorporation. He holds a degree in Science; B.Tech from Saurashtra University. He has experience of more than 10 years in the field of brass industry and plays a pivotal role in the technical aspects relating to manufacturing department of our Company. Passport No: K7718161 Driving License: GJ10/001941/01 Voters ID: LPJ4191052 Address: Gangotri, 3-Raghuvir Society, Near Janta Fatak, Jamnagar – 361004. For further details relating to Hiteshkumar Dudhagara, including terms of appointment as our Managing Director, other directorships, please refer to the chapters titled “<i>Our Management</i>” beginning on pages 155 of this Draft Prospectus.



	Ronakben Dudhagara, Promoter and Director Ronakben Dudhagara aged 33 years, is appointed as Director of our Company on February 27, 2016. She would act as a Woman Director of our Company. She has an experience of two years in the Brass Industry. Passport No: K7718161 Driving License: GJ10/023081/08 Voters ID: LPJ6264824 Address: Gangotri, 3-Raghuvir Society, Near Janta Fatak, Jamnagar – 361004. For further details relating to Ronakben Dudhagara, including terms of appointment as our Director, other directorships, please refer to the chapters titled “<i>Our Management</i>” beginning on pages 155 of this Draft Prospectus.

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 Draft 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 243 of this Draft Prospectus.

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEAR

Our Promoters have not disassociated themselves from following entities firms during preceding three years.



Name of the Entity	Type	Date of Disassociation	Reasons for Disassociation
Pragjibhai Patel			
Narmada Agro Industries	Partnership Firm	February 13, 2016	Seperation from Nathalal Group and Premjibhai Group
Hiteshkumar Dudhagara			
Anant Vijay Enterprise	Partnership Firm	February 10, 2016	Seperation from Nathalal Group and Premjibhai Group
Narmada Brass Components Private Limited	Private Company	February 10, 2016	Seperation from Nathalal Group and Premjibhai Group
Ronakben Dudhagara			
Sanskriti Brass Foundry	Partnership Firm	February 10, 2016	Seperation from Nathalal Group and Premjibhai Group
Narmada Brass Components Private Limited	Private Company	November 25, 2015	Seperation from Nathalal Group and Premjibhai Group

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. ‘*Financial Statements – Annexure XXXI - Statement of Related Parties Transactions, as Restated*’ on page under section titled “*Financial Statements*” and chapter titled “*Our Promoter and Promoter Group*” beginning on page 176 and 168 of this Draft 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 Draft Prospectus or proposed to be acquired by us as on date of filing the of this Draft Prospectus

Interest as member of our Company



As on date of this Draft Prospectus, our Promoters together hold 19,59,289 Equity Shares in our Company i.e. 85.75% of the pre Issue paid up Equity Share capital of our Company. Therefore, our Promoters 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 March 31, 2015, 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 annexure “*Related Party Transactions*” beginning on pages 176 and 175 of this Draft 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 155, 176 and 67 respectively of this Draft 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

Hiteshkumar Dudhagara is Chairman and Managing Directors of the our Company and hence a Key Managerial Personnel of our Company and may be 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 chapter titled “*Our Management*” and chapter titled “*Related Party Transaction*” on page no 155 and 175 respectively of this Draft Prospectus.

Interest in transactions involving acquisition of land

Our Promoters 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, and 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 176 of this Draft 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 Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of the Draft Prospectus.

OUR PROMOTER GROUP

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

A. Individuals related to our Promoter:

Pragjibhai Patel (Promoter)	
Spouse	Parvatiben Patel
Son	Hiteshbhai Patel
*Daughter	Kalpanaben Patel Bhavikaben Patel
Hiteshkumar Dudhagara (Promoter)	



Father	Pragjibhai Patel
Mother	Parvatiben Patel
Spouse	Ronakben Dudhagara
Daughter	Naitry Patel
Son	Krish Patel
*Sister	Kalpanaben Patel Bhavikaben Patel
Ronakben Dudhagara (Promoter)	
Father-in-Law	Pragjibhai Patel
Mother-in-Law	Parvatiben Patel
Spouse	Hiteshkumar Dudhagara
Daughter	Naitry Patel
Son	Krish Patel
*Sister in Law	Kalpanaben Patel Bhavikaben Patel

*In context of the abovementioned persons, Our Promoters vide letter dated March 02, 2016 has submitted that information related to the business/ financial interest held by the said relatives is not accessible for the purpose of disclosure in the Draft Prospectus/ Prospectus. Therefore the disclosures made in the Draft Prospectus are limited to the extent of information that has been made available by our Promoter in relation to Promoter Group.

B. In case of our Individual Promoter

Nature of Relationship	Entity
Any body corporate in which 10% or more of the equity share capital is held by the Promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of his immediate relative is a member	a. Hiteshbhai Patel HUF b. Pragjibhai Patel HUF
Any body corporate in which a body corporate as mentioned above holds 10% or more, of the equity share capital	
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 10%	a. Oval Die

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
Pragjibhai Patel	Hiteshkumar Dudhagara	Father – son
	Ronakben Dudhagara	Father in law – Daughter in law
Hiteshkumar Dudhagara	Pragjibhai Patel	Son – Father
	Ronakben Dudhagara	Husband – Wife
Ronakben Dudhagara	Pragjibhai Patel	Daughter in law-Father in law
	Hiteshkumar Dudhagara	Wife-Husband

CHANGES IN CONTROL



Pragjibhai Patel, Hiteshkumar Dudhagara and Ronakben Dudhagara are promoters of our Company. Pragjibhai Patel, Hiteshkumar Dudhagara, Premji Patel and Jasmin Patel were the initial subscribers to the Memorandum of Association of our Company. Ronakben acquired 6000 Equity Shares of the Company on June 14, 2005. Premji Patel, Jasmin Patel and Jignesh Patel have disassociated themselves by transferring 72,500, 36,000 and 35,000 Equity Shares of our Company to Pragjibhai Patel Group. 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 243 of this Draft Prospectus.



OUR GROUP ENTITIES

In accordance with the provisions of the SEBI ICDR Regulations, for the purpose of identification of ‘Group Companies’, our Company has considered companies as covered under the applicable accounting standards, being AS 18 (as mentioned in our Restated Financials) and other companies as per the policy adopted by our Board. Our Board, in its meeting held on dated September 24, 2015, has decided that a company shall be considered as a ‘Group Company’ if: (i) such company is part of the “Promoter Group” of our Company in terms Regulation 2(1)(zb) of the SEBI ICDR Regulations; and (ii) our Company has entered into one or more transactions with such company during the last completed financial year which in value exceeds 10% of the total consolidated revenue of our Company for that financial year as per the audited financial statements. Based on the above, there are no Group Companies of our Company.



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 Draft Prospectus



RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XXXI of the restated financial statement under the section titled, "*Financial Statements as Restated*" beginning on page 176 of this Draft Prospectus.



SECTION V – FINANCIAL STATEMENTS FINANCIAL STATEMENTS AS RE-STATED

Independent Auditor's Report for the Restated Financial Statements of Sprayking Agro Equipment Limited

The Board of Directors
Sprayking Agro Equipment Limited
GIDC, PHASE-II,
PLOT NO. 590,
DARED,
JAMNAGAR – 361 005

Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Sprayking Agro Equipment Limited** (the “Company”) as at 30th September 2015, 31st March , 2015, 2014, 2013, 2012 and 2011 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the six months period ended 30th September 2015 and for the years ended 31st March, 2015, 2014, 2013, 2012 and 2011, 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, 2015, 2014, 2013, 2012 and 2011 and special purpose Audited Financial Statements for the six months period ended 30th September 2015 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 30th September 2015, 31st March , 2015, 2014, 2013, 2012 and 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings



- to the individual financial statements of the Company, as in our opinion were appropriate and more fully
- (ii) described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV(A)** 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 six months period ended 30th September 2015 and for the years ended 31st March, 2015, 2014, 2013, 2012 and 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV(A)** 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 six months period ended 30th September 2015 and for the years ended 31st March, 2015, 2014, 2013, 2012 and 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV(A)** 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 30th September 2015, 31st March, 2015, 2014, 2013, 2012 and 2011 which would require adjustments in this Restated Financial Statements of the Company.
 - e) There is Audit Qualification included in Annexure to Auditors Report for the year ended March 31, 2014 which do not require any corrective adjustment in the financial information, which is as follows:

“Clause (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, banks or debenture holders except in the SIDBI term loan for two instalments which has been paid 9 to 10 days late after due date.”
 - f) 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 30th September 2015, 31st March, 2015, 2014, 2013 and 2012 was conducted by M/s. Doshi Maru & Associates (Chartered Accountants) and Audit for the financial year ended on 31st March, 2011 was conducted by M/s. Suresh Patel & Co., (Chartered Accountant) accordingly reliance has been placed on the financial information examined by us / them for the said years. The financial report included for these years is based solely on the report submitted by us / them.



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 30th September 2015, 31st March, 2015, 2014, 2013, 2012 and 2011 proposed to be included in the Draft Prospectus/Prospectus (“**Offer Document**”).

Annexure of Restated Financial Statements of the Company:-

1. Significant Accounting Policies and Notes to Accounts as restated in Annexure IV(A);
2. Reconciliation of Restated Profit as appearing in Annexure IV(B) to this report.
3. Details of Share Capital as Restated as appearing in Annexure V to this report;
4. Details of Reserves and Surplus as Restated as appearing in Annexure VI to this report;
5. Details of Long Term Borrowings as Restated as appearing in Annexure VII to this report;
6. Nature of Security and Terms of Repayment for Long term Borrowings as appearing in Annexure VIII to this report
7. Details of Deferred Tax Liabilities (Net) as Restated as appearing in Annexure IX to this report;
8. Details of Short Term Borrowings as Restated as appearing in Annexure X to this report;
9. Nature of Security and Terms of Repayment for Short term Borrowings as appearing in Annexure XI to this report
10. Details of Trade Payables as Restated as appearing in Annexure XII to this report;
11. Details of Other Current Liabilities as Restated as appearing in Annexure XIII to this report;
12. Details of Short Term Provisions as Restated as appearing in Annexure XIV to this report;
13. Details of Fixed Assets as Restated as appearing in Annexure XV to this report;
14. Details of Non-Current Investments as Restated as appearing in Annexure XVI to this report;
15. Details of Long Term Loans & Advances as Restated as appearing in Annexure XVII to this report;
16. Details of Inventories as Restated as appearing in Annexure XVIII to this report;
17. Details of Trade Receivables as Restated enclosed as Annexure XIX to this report;
18. Details of Cash and Cash Equivalents as Restated enclosed as Annexure XX to this report;
19. Details of Short Term Loans & Advances as Restated as appearing in Annexure XXI to this report;
20. Details of Contingent Liabilities and Commitments as restated as appearing in Annexure XXII to this report;
21. Details of Revenue from operations as Restated as appearing in Annexure XXIII to this report;
22. Details of Other Income as Restated as appearing in Annexure XXIV to this report;
23. Details of Cost of Material Consumed as Restated as appearing in Annexure XXV to this report;
24. Details of Changes in Inventories as Restated as appearing in Annexure XXVI to this report;
25. Details of Employee Benefit Expenses as Restated as appearing in Annexure XXVII to this



- report;
26. Details of Finance Cost as Restated as appearing in Annexure XXVIII to this report;
 27. Details of Depreciation and Amortisation as Restated as appearing in Annexure XXIX to this report;
 28. Details of Other expenses as Restated as appearing in Annexure XXX to this report;
 29. Details of Related Parties Transactions as Restated as appearing in Annexure XXXI to this report;
 30. Details of Summary of Accounting Ratios as Restated as appearing in Annexure XXXII to this report
 31. Capitalization Statement as Restated as at 30th September 2015 as appearing in Annexure XXXIII to this report;
 32. Statement of Tax Shelters as Restated as appearing in Annexure XXXIV 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 XXXIV of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV(A) 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 : 14/03/2016



ANNEXURE I

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

Amount (Rs. In Lakhs)

Sr. No.	Particulars	As on September 30, 2015	As at March 31,				
			2015	2014	2013	2012	2011
I.	EQUITY AND LIABILITIES						
1)	Shareholders' funds						
a.	Share Capital	97.52	38.00	38.00	38.00	38.00	38.00
b.	Reserves and surplus	223.34	152.89	149.57	142.63	140.23	120.57
2.	Non-current liabilities						
a.	Long-term borrowings	604.77	640.50	549.30	359.58	201.65	45.14
b.	Deferred tax liabilities (Net)	6.15	7.11	13.64	10.49	9.42	0.69
c.	Long-term Provisions	-	-	-	-	-	-
d.	Other Long-term Liabilities	-	-	-	-	-	-
3.	Current liabilities						
a.	Short-term borrowings	232.68	226.41	151.03	71.54	74.66	12.90
b.	Trade payables	17.00	13.85	40.72	187.52	204.97	96.23
c.	Other current liabilities	159.64	170.86	363.57	38.14	128.44	272.79
d.	Short-term provisions	7.89	1.66	16.04	0.80	0.75	2.11
	TOTAL	1,349.00	1,251.29	1,321.87	848.69	798.11	588.42
II.	ASSETS						
1.	Non-current assets						
A	Fixed assets						
(i)	Tangible assets	620.20	568.03	550.22	386.33	366.38	175.26
(ii)	Intangible Assets	-	-	-	-	-	-
(iii)	Intangible Assets under development	-	-	-	-	-	-
(iv)	Capital Work in Progress	-	-	-	-	-	-
	Less: Accumulated Depreciation	(254.53)	(223.04)	(148.34)	(111.55)	(78.01)	(44.72)
	Net Block	365.67	344.98	401.88	274.77	288.37	130.54
b.	Non Current Investments	-	-	-	3.81	2.18	0.75
c.	Long-term loans and advances	27.83	18.83	18.83	17.42	17.42	2.25
d.	Other Non Current Assets	-	-	-	-	-	-
2	Current assets						
a.	Current Investments	-	-	-	-	-	-
b.	Inventories	532.37	685.41	674.47	338.61	288.92	361.24
c.	Trade receivables	115.55	21.28	38.32	81.10	67.51	43.12
d.	Cash and cash equivalents	3.29	3.69	5.17	2.02	4.48	0.12
e.	Short-term loans and advances	304.29	177.09	183.19	130.96	129.24	50.41
f.	Other Current Assets	-	-	-	-	-	-



Sr. No.	Particulars	As on September 30, 2015	As at March 31,				
			2015	2014	2013	2012	2011
	TOTAL	1,349.00	1,251.29	1,321.87	848.69	798.11	588.42

For Doshi Maru & Associates
Chartered Accountants

For Sprayking Agro Equipment Ltd.

Shashank P Doshi
Partner
M. No. 108456
FRN No. 0112187W
Place : Jamnagar
Date : March 14, 2016

Director

Director



ANNEXURE-II

STATEMENT OF PROFIT AND LOSS AS RESTATED

Amount (Rs. In Lakhs)

Sr. No.	Particulars	As on September 30, 2015	For the year ended March 31,				
			2015	2014	2013	2012	2011
	INCOME						
I.	Revenue from Operations	902.37	1,406.85	1,622.59	1,121.06	1,601.94	1,359.39
II.	Other Income	7.85	28.69	17.28	9.49	30.82	0.14
III.	Total Revenue (I + II)	910.21	1,435.54	1,639.87	1,130.55	1,632.76	1,359.52
IV.	EXPENSES:						
	Cost of Material Consumed	581.53	1,061.44	1,566.03	954.64	1,435.81	1,046.55
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	106.13	2.40	(306.38)	(79.16)	(184.08)	9.80
	Employee benefits expense	76.31	126.21	125.17	44.09	52.92	49.02
	Finance costs	23.17	51.82	41.17	19.80	18.77	4.20
	Depreciation and amortization expense	31.49	77.18	40.48	36.92	33.30	15.66
	Other expenses	84.40	111.32	163.31	150.79	247.66	217.67
	TOTAL EXPENSES	903.02	1,430.36	1,629.78	1,127.08	1,604.37	1,342.92
V.	Profit before tax (III-IV)	7.19	5.18	10.10	3.47	28.39	16.61
VI.	Tax expense:						
	(1) Current tax	3.19	8.13	1.92	0.66	5.41	6.11
	(2) Deferred tax	(0.96)	(6.53)	3.15	1.07	8.73	0.69
	(3) MAT Credit entitlement	-	-	(1.92)	(0.66)	(5.41)	-
VII.	Profit (Loss) for the period (V-VI)	4.97	3.58	6.95	2.39	19.66	9.82
	Earnings per equity share:						
	(1) Basic	1.21	0.94	1.83	0.63	5.17	9.25
	(2) Diluted	1.21	0.94	1.83	0.63	5.17	9.25



**For Doshi Maru & Associates
Chartered Accountants**

For Sprayking Agro Equipment Ltd.

**Shashank P Doshi
Partner
M. No. 108456
FRN No. 0112187W
Place : Jamnagar
Date : March 14, 2016**

Director

Director



ANNEXURE III

STATEMENT OF CASH FLOW AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30 2015	For the year ended 31 March,									
		2015		2014		2013		2012		2011	
Cash flow from Operating Activities											
Net Profit Before tax as per Statement of Profit & Loss		7.19		5.18		10.10		3.47		28.39	16.61
Adjustments for :											
Depreciation & Amortisation Exp.	31.49		77.18		40.48		36.92		33.30		15.66
Loss (Profit) on Sale of Assets	-	-	-	-	(0.10)		(0.04)		-		-
Dividend Income	-	-	-	-	(0.35)		(0.22)		(0.14)		(0.14)
Interest Income	-	-	(5.07)		(13.86)		(1.44)		(3.18)		-
Finance Cost	23.17	54.66	51.82	123.93	41.17	67.33	19.80	55.01	18.77	48.75	4.20
Operating Profit before working capital changes		61.86		129.11		77.43		58.48		77.14	36.34
Changes in Working Capital											
Trade receivable	(94.27)		17.04		42.78		(13.59)		(24.39)		13.65
Other Loans and advances receivable	(127.2 0)		7.07		(45.92)		(1.23)		(64.33)		(44.52)
Inventories	153.04		(10.93)		(335.86)		(49.69)		72.32		(300.3 6)



Particulars	For the half year ended September 30 2015		For the year ended 31 March,									
			2015		2014		2013		2012		2011	
Trade Payables	3.15		(26.87)		(146.80)		(17.44)		108.74		(79.90)	
Other Current Liabilites	(11.23)		(192.70)		325.43		(90.30)		(144.35)		271.60	
Short term Provisions	3.04		(22.47)		15.24		0.04		(7.35)		2.11	
		(73.47)		(228.88)		(145.14)		(172.21)		(59.37)		(137.42)
Net Cash Flow from Operation		(11.61)		(99.77)		(67.71)		(113.73)		17.78		(101.09)
Less : Income Tax paid		-		(1.00)		(2.50)		(0.50)		(8.50)		(6.38)
Net Cash Flow from Operating Activities (A)		(11.61)		(100.77)		(70.21)		(114.23)		9.28		(107.46)
Cash flow from investing Activities												
Purchase of Fixed Assets	(52.17)		(20.54)		(168.08)		(24.13)		(191.12)		(55.13)	
Sale of Fixed Assets	-		-		0.60		0.85		-		-	
Purchase of Investment	-		-		-		(1.63)		(1.43)		(0.75)	
Sale / Redemption of Investment	-		-		3.81		-		-		-	
Movement in Loan & Advances	(9.00)		-		(5.22)		-		(15.18)		1.13	
Interest Income	-		5.07		13.86		1.44		3.18		-	
Dividend Income	-		-		0.35		0.22		0.14		0.14	



Particulars	For the half year ended September 30 2015		For the year ended 31 March,									
			2015		2014		2013		2012		2011	
		(61.17)		(15.47)		(154.68)		(23.25)		(204.42)		(54.62)
Net Cash Flow from Investing Activities (B)		(61.17)		(15.47)		(154.68)		(23.25)		(204.42)		(54.62)
Cash Flow From Financing Activities												
Proceeds From Issue of shares capital	125.00		-		-		-		-		120.00	
Proceeds From long Term Borrowing (Net)	(35.72)		91.20		189.72		157.93		156.51		41.64	
Short Term Borrowing (Net)	6.27		75.39		79.48		(3.12)		61.75		2.84	
Interest Paid	23.17		51.82		(41.17)		(19.80)		(18.77)		(4.20)	
Dividend paid (Including DDT)	-	72.37	-	114.76	-	228.04	-	135.02	-	199.50	-	160.27
Net Cash Flow from Financing Activities (C)		72.37		114.76		228.04		135.02		199.50		160.27
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		(0.41)		(1.48)		3.15		(2.46)		4.36		(1.82)
Opening Cash & Cash Equivalents		3.69		5.17		2.02		4.48		0.12		1.94



Particulars	For the half year ended September 30 2015		For the year ended 31 March,									
			2015		2014		2013		2012		2011	
Cash and cash equivalents at the end of the period		3.29		3.69		5.17		2.02		4.48		0.12
Cash And Cash Equivalents Comprise :												
Cash		2.08		2.42		4.47		1.34		4.26		0.02
Bank Balance :												
Current Account		1.21		1.27		0.70		0.68		0.22		0.10
Deposit Account		-		-		-		-		-		-
Total		3.29		3.69		5.17		2.02		4.48		0.12

For Doshi Maru & Associates
Chartered Accountants

For Sprayking Agro Equipment Ltd.

Shashank P Doshi
Partner
M. No. 108456
FRN No. 0112187W
Date : March 14, 2016 Place : Jamnagar

Director **Director**



NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

❖ BACKGROUND :-

Sprayking Agro Equipment Limited was incorporated as Sprayking Agro Equipment Private Limited in 2005 under the provisions of Companies Act, 1956 with Registrar of Companies, Ahmedabad, Gujarat vide Registration No. U29219GJ2005PTC45508. Pursuant to Shareholders, Special Resolution passed at the Extra Ordinary General Meeting held on 01st March, 2016, the Company was converted into a Public Limited Company and the name of the Company was changed to “Sprayking Agro Equipment Limited” vide a fresh Certificate of Incorporation dated 04th March 2016 by the Registrar of Companies, Ahmedabad, Gujarat.

The Company is engaged in manufacturing and trading of Brass products such as Agriculture Brass Components, Plumbing Fittings and Sanitary Fittings.

ANNEXURE – IV (A): Restated Significant accounting policies and notes on Accounts:

a. 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.

b. Use of Estimates

The preparation and presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. 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.

c. Valuation of Inventory : -

<u>Raw Material</u>	:	<u>At Lower of Cost or Net realizable value.</u>
<u>Semi-finished goods</u>	:	<u>At estimated cost.</u>
<u>Finished goods</u>	:	<u>At Lower of Cost or Net Realizable Value</u>



d. Cash Flow Statement :-

Cash flow statement has been prepared as per requirements of Accounting Standard - 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.

e. 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 below:

The company has taken Business Loan of Rs. 300 Lacs from SIDBI which has been sanctioned on 11th January 2016. The loan is secured against hypothecation of company's all movables including plant, equipment, machinery spares, tools, accessories and all other assets which have been acquired or proposed to be acquired under the project/scheme. Further, the loans were collaterally secured by the way of equitable mortgage of leasehold rights of immovable properties situated at Plot No. 590/1, GIDC, Phase-II, Dared, Jamnagar admeasuring 2527.80 sqmts and Residntial House owned by Smt Parvatiben Pragjibhai Patel W/o Shri Pragjibhai Maghajibhai Patel. Also, the loan was guaranteed by Shri Hiteshkumar Pagjibhai Patel, Shri Pragji Meghajibhai Patel, Smt Parvatiben Pragjibhai Patel.

The company has also issued 13,09,530 Equity shares of Rs. 10 each fully paid up at issue price of Rs. 21 by way of conversion of loan on 26th February 2016.

f. 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.

g. Depreciation accounting :-

Depreciation has been provided under Written Down Value Method at the rates prescribed under schedule XIV of the Companies Act, 1956 for the year ending on 31st march 2010, 2011, 2012, 2013, 2014 and for the period/year ending on 30th September 2015 and 31st March 2015, Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on single shift 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.

In respect of assets whose useful life already exhausted as on 1st April, 2014 has been adjusted in Reserve and Surplus in accordance with requirements of Para 7 of Part C of Schedule II of the Act. Such assets which do not have useful life as on 01.04.2014 were having WDV of Rs. 0.26 Lacs.

h. 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.

Other items of Income are accounted as and when the right to receive arises.

i. 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.

j. 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.

k. 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.

l. 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.

m. 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 pay-as-you-go method of gratuity provision. So gratuity 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.

n. 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.

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.

Deferred 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.



- ❖ Amounts in financial statements are rounded off to nearest lacs. Figures in brackets indicate negative values.
- ❖ Based on the information given by the Company about Creditor's S.M.E. status, there is no amount due to such creditors outstanding for over 30 days as at 30th September 2015.

ANNEXURE IV(B)

RECONCILIATION OF RESTATED PROFIT

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31				
		2015	2014	2013	2012	2011
Adjustments for						
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	5.00	10.34	2.70	6.34	5.53	15.26
Adjustments for:						
Prior period expenses adjusted (Preliminary)	-	-	-	-	0.14	0.02
Income Tax written back	0.01	0.14		0.02	6.38	1.34
Income Tax Provision		(6.53)	0.03	(0.01)	(1.21)	(6.11)
Deferred Tax Liability / Asset Adjustment	(0.04)	(0.37)	2.30	(4.62)	3.42	(0.69)
MAT credit entitlement			1.92	0.66	5.41	
Net Profit/ (Loss) After Tax as Restated	4.97	3.58	6.95	2.39	19.66	9.82

Notes:

1. **Preliminary Expenses Written Off**

The Company had a policy to write off Preliminary Expenses over a period of five years which has now been revised as per Revised AS 26: Intangible Assets, which excluded the term "Preliminary Expenses" from the definition of Intangible Assets and which has now to be written off in the same year in which it is incurred.

2. **Income Tax Written back**

The company had a policy to debit it in to Profit & Loss a/c which now has been revised and written off directly in Balance Sheet.

3. **Change in Provision for Current Tax**

The profit before tax has changed due to restatement of above items. Correspondingly the provision for Current Tax has been restated.

4. **Change in Deferred Tax Asset/(Liability)**

The Company had not recognised deferred tax asset on unabsorbed depreciation. As a result the deferred tax asset / liability has undergone change.

5. **Change in MAT Credit**

The change in current tax and profit before tax has lead to change MAT credit.



ANNEXURE-V

DETAILS OF SHARE CAPITAL AS RESTATED

Amount (Rs. In Lakhs)

Share Capital	As at September 30, 2015		As at March 31,									
			2015		2014		2013		2012		2011	
Authorised												
Equity Shares of Rs.10 each	35,00,000	350.00	5,00,000	50.00	5,00,000	50.00	5,00,000	50.00	5,00,000	50.00	5,00,000	50.00
Issued												
Equity Shares of Rs.10 each	9,75,239	97.52	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00
Subscribed & Paid up												
Equity Shares of Rs.10 each fully paid up	9,75,239	97.52	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00
Total	9,75,239	97.52	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00

RECONCILIATION OF NUMBER OF SHARES

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015		As at March 31,									
			2015		2014		2013		2012		2011	
Shares outstanding at the beginning of the year / period	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	1,00,000	10.00
Shares Issued during the year / Period	5,95,239	59.52	-	-	-	-	-	-	-	-	2,80,000	28.00
Shares bought back during the year / Period	-	-	-	-	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year / Period	9,75,239	97.52	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00	3,80,000	38.00



DETAILS OF SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES IN THE CO.

Name of Shareholder	As at September 30, 2015		As at March 31,									
	No. of Shares held	% of Holding	2015		2014		2013		2012		2011	
			No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Hitesh P Patel	5,69,810	58.43%	46,000	12.11%	46,000	12.11%	46,000	12.11%	26,000	6.84%	26,000	6.84%
Jasmin P Patel	-	-	36,000	9.47%	36,000	9.47%	36,000	9.47%	26,000	6.84%	26,000	6.84%
Jignesh N Patel	-	-	35,000	9.21%	35,000	9.21%	35,000	9.21%	25,000	6.58%	25,000	6.58%
Paras Buildcon Pvt Ltd	-	-	-	-	-	-	-	-	20,000	5.26%	20,000	5.26%
Pragjibhai M Patel	1,43,929	14.76%	72,500	19.08%	72,500	19.08%	72,500	19.08%	62,500	16.45%	62,500	16.45%
Premjibhai V Patel	72,500	7.43%	72,500	19.08%	72,500	19.08%	72,500	19.08%	62,500	16.45%	62,500	16.45%
Nathalal D Patel	-	-	21,000	5.53%	21,000	5.53%	21,000	5.53%	-	-	-	-
Shahmaru Construction Pvt Ltd	-	-	-	-	-	-	-	-	40,000	10.53%	40,000	10.53%
Siddheswar Construction Pvt Ltd	-	-	-	-	-	-	-	-	20,000	5.26%	20,000	5.26%



ANNEXURE VI

DETAILS OF RESERVES AND SURPLUS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
A. Securities Premium Account						
Opening Balance	92.00	92.00	92.00	92.00	92.00	
Add : Securities premium credited on Share issue	65.48	-	-	-	-	92.00
Closing Balance	157.48	92.00	92.00	92.00	92.00	92.00
B. Surplus						
Opening balance	60.89	57.57	50.63	48.23	28.57	20.09
(+) Net Profit/(Net Loss) For the current year	4.97	3.58	6.95	2.39	19.66	9.82
(-) Income Tax Provision Written off	-	-	-	-	-	(1.34)
(-) Adjustment in F.A as per Companies Act,2013	-	(0.26)	-	-	-	-
Closing Balance	65.86	60.89	57.57	50.63	48.23	28.57
Total	223.34	152.89	149.57	142.63	140.23	120.57



ANNEXURE-VII

DETAILS OF LONG TERM BORROWINGS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
<u>Secured</u>						
(a) Term loans						
From Financial Institutions						
SIDBI Term Loan-I	12.59	7.66	48.34	81.66	118.77	-
SIDBI Term Loan-II	41.66	42.17	79.80	-	-	-
HDFC Car Loan	2.54	2.49	6.34	-	-	-
From Others						
Toyota Financial Service India Limited	4.24	4.16	8.94	-	-	-
Sub-total (a)	61.04	56.48	143.42	81.66	118.77	-
<u>Unsecured</u>						
(b) Loans and advances from related parties						
From Promoters	71.97	159.65	95.06	66.55	35.34	18.78
From Promoter Group / Group Companies / Other related parties	471.77	424.37	310.82	211.37	47.54	26.3
Sub-total (b)	543.74	584.02	405.88	277.92	82.87	45.14
Total	604.77	640.50	549.30	359.58	201.65	45.14



ANNEXURE-VIII

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS

Amount (Rs. In Lakhs)

Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Amount outstanding as at September 30, 2015	Rate of interest (%)	Repayment terms	Security/Principal terms and conditions
1	SIDBI Term Loan I	Term Loan of Rs. 41.50 Lacs	20-Apr-2011	31.43 Lacs	10.00% p.a.	Payable in 54 monthly instalments commencing from moratorium of six months from April 2011.	First pari passu charge by way of hypothecation of company's all movables including plant, equipment, machinery spares, tools, accessories and all other assets which have been acquired or proposed to be acquired under the project/scheme. Further, the loans were collaterally secured by the way of equitable mortgage of leasehold rights of immovable properties situated at Plot No. 590/1, GIDC, Phase-II, Dared, Jamnagar admeasuring 2527.80 sqmts. Also, the loans were guaranteed by Shri Hiteshkumar Pagjibhai Patel, Shri Jasmin Premjibhai Patel, Shri Pragji Meghjibhai Patel, Shri Premji Valjibhai Patel, Shri Jignesh Nathabhai Pipariya.
		Term Loan of Rs. 103.50 Lacs			11.50% p.a.		
2	SIDBI Term Loan II	Term Loan of Rs. 74.00 Lacs	9-Oct-2013	54.16 Lacs	PLR being 12.75% p.a.	Payable within 4 years including moratorium in monthly rests from November 2013.	
		Term Loan of Rs. 26.00 Lacs			PLR plus 0.50% being 13.25% p.a.		
3	Toyota Financial Services India Ltd.	Vehicle loan of Rs. 14.00 Lacs	22-Feb-2014	6.52 Lacs	9.90% p.a.	Payable in 36 monthly instalments commencing from March, 2014.	Loan is secured against Car {Innova EURO III & 2.5 VX (Diesel)}.



Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Amount outstanding as at September 30, 2015	Rate of interest (%)	Repayment terms	Security/Principal terms and conditions
4	HDFC	Auto loan of Rs. 11.35 Lacs	5-Nov-2013	4.44 Lacs	9.60% p.a.	Payable in 36 monthly instalments commencing from November, 2013.	The loan is secured against car.



ANNEXURE IX

DETAILS OF DEFERRED TAX LIABILITIES (NET) AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30 th , 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
Deferred Tax Liability						
Fixed Assets: Impact of Difference between Tax Deprecation and Deprecation as per books	19.90	23.01	52.71	34.62	38.09	2.22
Gross Deferred Tax Liability	19.90	23.01	52.71	34.62	38.09	2.22
Deferred Tax Assets						
Brought forward Unabsorbed Loss & Depreciation	-	-	8.57	0.68	7.62	-
Gross Deferred Tax Assets	19.90	23.01	44.14	33.94	30.47	2.22
Deferred Tax Assets /(Liabilities) (net) after adjustments	6.15	7.11	13.64	10.49	9.42	0.69



ANNEXURE X

DETAILS OF SHORT TERM BORROWINGS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
Secured						
(a) Working Capital Loans from banks						
The Navanagar Co-op. Bank	-	-	-	71.54	74.66	12.90
HDFC Bank Ltd	232.68	226.41	151.03	-	-	-
Total	232.68	226.41	151.03	71.54	74.66	12.90

ANNEXURE XI

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR SHORT TERM BORROWINGS

Amount (Rs. In Lakhs)

Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Loan	Amount outstanding as at September 30, 2015	Rate of interest (%)	Repayment Terms	Security / Principal terms and conditions
1	HDFC	Buyer Credit of Rs. 300 Lacs	27-Jul-2013	Working Capital Loan	232.68 Lacs	interest at Libor plus 350 bps plus 3%Buyer's Credit Commission p.a.	The tenure of working capital loan is 120 Days.	First pari passu charge by way of hypothecation of all present & future current assets inclusive of all stock & book debts. Further, the loans were collaterally secured by way of extension of pari passu charged on Properties(Plot
		Cash Credit of Rs. 200 Lacs, Drul	27-Jul-2013	Working Capital Loan		12%		



Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Loan	Amount outstanding as at September 30, 2015	Rate of interest (%)	Repayment Terms	Security / Principal terms and conditions
		of Rs. 100 Lacs						No.590/2, GIDC, Phase – II, Jamnagar.) of the Company. Also, the loans were guaranteed by the personal guarantee of directors, 75% Shareholders and collateral security owners to be on record.



ANNEXURE XII

DETAILS OF TRADE PAYABLES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
(a) Micro, Small and Medium Enterprise	-	-	-	-	-	-
(b) Others	17.00	13.85	40.72	187.52	204.97	96.23
Total	17.00	13.85	40.72	187.52	204.97	96.23

ANNEXURE XIII

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
(i) Current maturities of Long Term Debt (i.e. Term Liability classified as current)						
SIDBI Bank-I	18.84	41.44	35.70	28.80	22.05	-
SIDBI Bank-II	12.50	25.00	18.70	-	-	-
HDFC Car Loan	1.90	3.89	3.61	-	-	-
Toyota Finance Services India Limited	2.28	4.69	4.29	-	-	-
(ii) Statutory Remittance						
(i)Vat Payable	0.18	1.11	2.25	0.50	0.65	0.24
(ii)TDS Payable	0.21	0.15	0.20	0.19	1.16	1.41
(iii)Service Tax Payable	-	0.09	-	-	-	-
(iii)Advanced from Customer	123.73	94.49	180.27	8.65	104.58	271.15
(iv)Other Payables (Specify Nature)						
HDFC Buyers Credit	-	-	118.55	-	-	-
Total	159.64	170.86	363.57	38.14	128.44	272.79



ANNEXURE XIV

DETAILS OF SHORT TERM PROVISIONS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
Provision For						
(a) Employee benefits						
(i) Contribution to PF	0.07	0.08	0.06	0.04	0.04	-
(ii) Worker Salary Payable	6.50	-	7.67	-	-	-
(iii) Bonus Payable	-	-	7.26	-	-	-
(b) Others (Specify nature)						
(i) Electricity Exp.	-	0.27	0.55	0.13	0.48	-
(ii) Audit Fees	1.32	1.32	0.50	0.63	0.24	-
(iii) Income Tax	-	-	-	-	-	2.11
Total	7.89	1.66	16.04	0.80	0.75	2.11



ANNEXURE XV

DETAILS OF FIXED ASSETS AS RESTATED

Amount (Rs. In Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at April 1, 2015	Additions	Disposal/Adjustment	Balance as at September 30, 2015	Balance as at April 1, 2015	Amount Charged to Reserves (refer Note below)	Depreciation charge for the year	Deductions/Adjustments	Balance as at September 30, 2015	Balance as at September 30, 2015	Balance as at March 31, 2015
Tangible Assets											
GIDC Plots	43.92	0.44	-	44.36	-	-	-	-	-	44.36	43.92
Factory buildings	86.35	6.83	-	93.17	39.11	-	2.94	-	42.04	51.13	47.24
Plant and Machinery General	389.17	44.27	-	433.43	160.13	-	24.26	-	184.39	249.05	229.04
General furniture	14.88	-	-	14.88	9.91	-	0.89	-	10.79	4.09	4.97
Vehicles	29.69	-	-	29.69	10.87	-	3.00	-	13.86	15.83	18.83
Computer	2.64	0.64	-	3.28	1.94	-	0.33	-	2.27	1.01	0.70
Mobile Instrument	0.28	-	-	0.28	0.11	-	0.05	-	0.17	0.12	0.17
Office equipment	1.09	-	-	1.09	0.98	-	0.02	-	1.00	0.09	0.11
Total	568.03	52.17	-	620.20	223.04	-	31.49	-	254.53	365.67	344.98



Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at April 1, 2014	Additions	Disposal/Adjustment	Balance as at March 31, 2015	Balance as at April 1, 2014	Amount Charged to Reserves (refer Note below)	Depreciation charge for the year	Deductions/Adjustments	Balance as at March 31, 2015	Balance as at March 31, 2015	Balance as at March 31, 2014
Tangible Assets											
GIDC Plots	33.69	10.23	-	43.92	-	-	-	-	-	43.92	33.69
Factory buildings	86.35	-	-	86.35	33.19	-	5.92	-	39.11	47.24	53.16
Plant and Machinery General	379.25	9.92	-	389.17	102.65	-	57.48	-	160.13	229.04	276.60
General furniture	14.88	-	-	14.88	7.10	-	2.81	-	9.91	4.97	7.78
Vehicles	29.69	-	-	29.69	2.00	-	8.87	-	10.87	18.83	27.70
Computer	5.38	-	2.74	2.64	2.96	0.26	1.46	2.74	1.94	0.70	2.42
Mobile Instrument	-	0.28	-	0.28	-	-	0.11	-	0.11	0.17	-
Other Office Equipments	0.99	0.11	-	1.09	0.45	-	0.53	-	0.98	0.11	0.53
Total	550.22	20.54	2.74	568.03	148.34	0.26	77.18	2.74	223.04	344.98	401.88

The Company has revised useful life of certain assets as per the useful life specified in the schedule II of the Companies Act, 2013 or as reassessed by the company. As prescribe Schedule II, an amount of Rs. 0.26 lacs has been charged to the opening balance of retained earnings for the assets in respect of which the remaining useful life is Nil as on April 1, 2014 and in respect of other assets on that date, depreciation has been calculated based on remaining useful life of those assets.



Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at April 1, 2013	Additions / (Disposals)	Acquired through business combinations	Balance as at March 31, 2014	Balance as at April 1, 2013	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at March 31, 2014	Balance as at April 1, 2014	Balance as at March 31, 2013
Tangible Assets											
Land	32.12	1.57	-	33.69	-	-	-	-	-	33.69	32.12
Buildings	86.35	-	-	86.35	27.28	5.91	-	-	33.19	53.16	59.06
Plant and Equipment	214.79	135.02	-	349.81	59.59	27.60	-	-	87.19	262.62	155.20
Furniture and Fixtures	36.99	-	-	36.99	15.44	3.90	-	-	19.34	17.65	21.55
Vehicles	4.56	25.13	-	29.69	3.81	1.88	-	3.69	2.00	27.70	0.75
Office equipment	11.52	2.17	-	13.69	5.43	1.19	-	-	6.62	7.07	6.08
Total	386.33	163.90	-	550.22	111.55	40.48	-	3.69	148.34	401.88	274.77

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at April 1, 2012	Additions	Disposals	Balance as at March 31, 2013	Balance as at April 1, 2012	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at March 31, 2013	Balance as at April 1, 2013	Balance as at March 31, 2012
Tangible Assets											
Land	20.63	11.49	-	32.12	-	-	-	-	-	32.12	20.63
Buildings	86.35	-	-	86.35	20.72	6.56	-	-	27.28	59.06	65.63
Plant and Equipment	202.41	12.38	-	214.79	35.59	24.00	-	-	59.59	155.20	166.82
Furniture and Fixtures	36.99	-	-	36.99	10.68	4.76	-	-	15.44	21.55	26.31
Vehicles	8.75	-	4.19	4.56	6.88	0.31	-	3.38	3.81	0.75	1.87
Office equipment	11.25	0.26	-	11.52	4.14	1.29	-	-	5.43	6.08	7.11
Total	366.38	24.13	4.19	386.33	78.01	36.92	-	3.38	111.55	274.77	288.37



Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at April 1, 2011	Additions	Disposals	Balance as at March 31, 2012	Balance as at April 1, 2011	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at March 31, 2012	Balance as at April 1, 2012	Balance as at March 31, 2011
Tangible Assets											
Land	14.68	5.95	-	20.63	-	-	-	-	-	20.63	14.68
Buildings	72.07	14.28	-	86.35	14.28	6.44	-	-	20.72	65.63	57.79
Plant and Equipment	49.72	152.69	-	202.41	14.96	20.63	-	-	35.59	166.82	34.77
Furniture and Fixtures	19.30	17.69	-	36.99	6.64	4.03	-	-	10.68	26.31	12.65
Vehicles	8.75	-	-	8.75	6.23	0.65	-	-	6.88	1.87	2.52
Office equipment	10.74	0.52	-	11.25	2.60	1.54	-	-	4.14	7.11	8.13
Total	175.26	191.12	-	366.38	44.72	33.30	-	-	78.01	288.37	130.54

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at April 1, 2010	Additions	Disposals	Balance as at March 31, 2011	Balance as at April 1, 2010	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at March 31, 2011	Balance as at April 1, 2011	Balance as at March 31, 2010
Tangible Assets											
Land	-	14.68	-	14.68	-	-	-	-	-	14.68	-
Buildings	54.23	17.84	-	72.07	5.92	8.37	-	-	14.28	57.79	48.32
Plant and Equipment	31.98	17.75	-	49.72	13.80	1.16	-	-	14.96	34.77	18.18
Furniture and Fixtures	17.02	2.27	-	19.30	3.73	2.91	-	-	6.64	12.65	13.30
Vehicles	8.75	-	-	8.75	4.15	2.08	-	-	6.23	2.52	4.60
Office equipment	8.14	2.60	-	10.74	1.47	1.13	-	-	2.60	8.13	6.67
Total	120.12	55.13	-	175.26	29.06	15.66	-	-	44.72	130.54	91.06



ANNEXURE XVI

DETAILS OF NON CURRENT INVESTMENTS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
(a) Investment in Property	-	-	-	-	-	-
(b) Investment in Equity Instruments						
In Unquoted Fully paid up Equity Shares of						
The Navanagar Co-operative Bank Ltd of Rs. 1 each	-	-	-	3.81	2.18	0.75
<i>No of shares</i>	-	-	-	3,81,000	2,18,000	75,000
(c) Investment in Preference Shares	-	-	-	-	-	-
(d) Investments in Government or Trust Securities	-	-	-	-	-	-
(e) Investments in Debentures or Bonds	-	-	-	-	-	-
(f) Investments in Mutual Funds	-	-	-	-	-	-
(g) Investments in Partnership Firms	-	-	-	-	-	-
(h) Other Non Current Investments	-	-	-	-	-	-
Aggregate amount of unquoted Investments	-	-	-	3.81	2.18	0.75
Aggregate Cost of Quoted Investment		-	-	-	-	-
Aggregate Cost of Unquoted Investment	-	-	-	3.81	2.18	0.75
Aggregate Market Value of Quoted	-	-	-	-	-	-
Total	-	-	-	3.81	2.18	0.75



ANNEXURE XVII

DEATAILS OF LONG TERM LOANS AND ADVANCES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
(Unsecured and Considered Good)						
a. Long term loans and advances recoverable from Directors/Promoters/Pro moter Group/ Associates/ Relatives of Directors/Group Company	-	-	-	-	-	-
b. Other Long Term Loans & Advances						
Security Deposits	27.83	18.83	18.83	17.42	17.42	2.25
Total	27.83	18.83	18.83	17.42	17.42	2.25

ANNEXURE XVIII

DETAILS OF INVENTORIES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
a. Raw Materials and components (Valued at Lower of Cost or NRV as per FIFO Method)	68.47	113.87	93.31	72.85	98.62	361.24
b. Work-in-progress (Valued At Estimated Cost)	248.38	243.71	278.29	163.92	87.60	-
c. Finished goods (Valued at Cost or NRV as per FIFO) (Valued At Lower of Cost or NRV)	199.27	310.08	291.33	99.33	96.49	-
d. Stores and spares & Packing Materials (Valued at Lower of Cost or NRV as per FIFO Method)	16.25	17.75	11.53	2.52	6.21	-
Total	532.37	685.41	674.47	338.61	288.92	361.24



ANNEXURE XIX

DETAILS OF TRADE RECEIVABLES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
(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	-	-	-	1.71	2.28	36.29
Others	115.55	21.28	38.32	79.39	65.22	6.83
Total	115.55	21.28	38.32	81.10	67.51	43.12

ANNEXURE XX

DETAILS OF CASH AND CASH EQUIVALENTS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
a. Balances with banks						
HDFC Bank Ltd	0.10	0.10	0.10	0.59	0.22	0.10
Central Bank Of India	0.30	0.27	0.18	0.10	-	-
HDFC Dollar A/C	-	-	0.02	-	-	-
IDBI Bank	0.20	0.20	0.20	-	-	-
The Navanagar Bank	0.60	0.70	0.19	-	-	-
b. Cash on hand*	2.08	2.42	4.47	1.34	4.26	0.02
Total	3.29	3.69	5.17	2.02	4.48	0.12



ANNEXURE XXI

DETAILS OF SHORT TERM LOANS AND ADVANCES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
(Unsecured and Considered Good)						
a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	-	-	-	-	9.50	-
b. Balance with Government Authorities	112.77	146.40	148.21	87.66	86.12	-
c. Others (specify nature)						
Advance to Supplier	21.38	30.70	29.99	43.31	23.59	41.41
Others	170.14	-	4.99	-	10.03	9.00
Total	304.29	177.09	183.19	130.96	129.24	50.41

ANNEXURE XXII

DETAILS OF CONTINGENT LIABILITIES AND COMMITMENTS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	As at September 30, 2015	As at 31 st March,				
		2015	2014	2013	2012	2011
(a) Contingent Liabilities						
a. Claims against the company not acknowledged as debts						
Claim under Central Excise Act, 1944	1,155.62	1,155.62	1,155.62	1,155.62	1,155.62	-
(Future cash flow in respect of the above, if any, is determinable only on receipt of judgements/ decisions pending with the relevant authorities.)						
b. Guarantees	-	-	-	-	-	-
c. Other Money for which the company is contingently liable	-	-	-	-	-	-
(b) Commitments	-	-	-	-	-	-
Total	1,155.62	1,155.62	1,155.62	1,155.62	1,155.62	-



ANNEXURE XXIII

DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
Sale of products	947.07	1,436.39	1,637.88	1,121.36	1,602.08	1,359.39
Less:						
Excise duty	44.70	29.54	15.29	0.30	0.14	-
Total	902.37	1,406.85	1,622.59	1,121.06	1,601.94	1,359.39

PARTICULARS OF SALE OF PRODUCTS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
Sale of Manufactured Goods						
Agricultural Parts	902.37	1,406.85	1,622.59	1,121.06	1,458.67	1,359.39
Sale of Traded Goods						
Others (Sale of Brass Scrap)	-	-	-	-	143.27	-
Sale of Services	-	-	-	-	-	-
Turnover in respect of products not normally dealt with	-	-	-	-	-	-
Total	902.37	1,406.85	1,622.59	1,121.06	1,601.94	1,359.39

ANNEXURE XXIV

DETAILS OF OTHER INCOME AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended 30 September 2015	For the year ended 31 st March,					Nature
		2015	2014	2013	2012	2011	
Other income	7.85	28.69	17.28	9.49	30.82	0.14	
Net Profit Before Tax as Restated	7.19	5.18	10.10	3.47	28.39	16.61	
Percentage	109%	554%	171%	274%	109%	1%	
Source of Income							
Interest Income	-	5.07	13.86	1.44	3.18	-	Recurring and not related to



Particulars	For the half year ended 30 September 2015	For the year ended 31 st March,					Nature
		2015	2014	2013	2012	2011	
							business activity.
Dividend Received	-	-	0.35	0.22	0.14	0.14	Recurring and not related to business activity.
Jobwork Income	7.85	5.67	0.17	-	-	-	Recurring and related to business activity.
Duty Drawback	-	3.79	1.71	0.29	-	-	Recurring and related to business activity.
Foreign Exchange Fluctuation	-	13.87	1.09	0.26	-	-	Recurring and related to business activity.
Income Tax Disclosure	-	-	-	-	27.30		Non recurring and related to business activity
Misc. Income	-	0.30	-	1.23	0.20		Non recurring and related to business activity
ISO Subsidy Income	-	-	-	6.00	-	-	Non recurring and Not related to business activity
Profit on sale of fixed assets	-	-	0.10	0.04	-	-	Non recurring and Not related to business activity
Total Other income	7.85	28.69	17.28	9.49	30.82	0.14	

COST OF MATERIAL CONSUMED AS RESTATED

ANNEXURE XXV

Amount (Rs. In Lakhs)



Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
Opening Stock of Raw Material	118.18	104.85	75.36	104.84	361.24	51.08
Add:- Purchase of Raw Material	534.62	1,074.77	1,595.52	925.17	1,179.41	1,356.71
Closing Stock of Raw Material	71.28	118.18	104.85	75.36	104.84	361.24
Cost of Raw Material Consumed	581.53	1,061.44	1,566.03	954.64	1,435.81	1,046.55

PARTICULARS OF COST OF MATERIAL CONSUMED AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
Manufacture goods Consumed						
Brass Scrap (Honey, Zinc & Copper)	551.76	1,036.65	1,530.27	908.25	1,244.73	1,046.55
Machinery Parts, Oil, Diesel and Packing Material	29.77	24.79	35.76	46.39	50.20	-
Traded Goods						
Others (Sale of Scrap)	-	-	-	-	140.88	-
Total	581.53	1,061.44	1,566.03	954.64	1,435.81	1,046.55

ANNEXURE XXVI

CHANGES IN INVENTORIES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
<u>Inventories at the end of the year</u>						
Finished Goods	212.71	323.52	291.33	99.33	96.49	-
Work In Progress	248.38	243.71	278.29	163.92	87.60	-
<u>Inventories at the beginning of the year</u>						
Finished Goods	323.52	291.33	99.33	96.49	-	9.80
Work In Progress	243.71	278.29	163.92	87.60	-	-
Net(Increase)/decrease	106.13	2.40	(306.38)	(79.16)	(184.08)	9.80



ANNEXURE XXVII

EMPLOYEE BENEFITS EXPENSES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
(a) Salaries and Wages	76.03	125.10	123.63	43.48	52.46	48.15
(b) Contributions to Provident Fund & Other Fund						
Provident fund	0.24	0.48	0.34	0.24	0.30	0.72
(c) Staff welfare expenses	0.03	0.64	1.20	0.37	0.15	0.15
Total	76.31	126.21	125.17	44.09	52.92	49.02

ANNEXURE XXVIII

FINANCE COST AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
(a) Interest expense :-						
(i) Borrowings	21.07	49.67	32.81	18.27	15.01	3.97
(ii) Interest on TDS	0.01	0.03	0.04	0.04	0.10	0.23
(b) Other borrowing costs	2.09	2.12	8.32	1.49	3.65	-
Total	23.17	51.82	41.17	19.80	18.77	4.20

ANNEXURE XXIX

DEPRECIATION AND AMORTISATION AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
Depreciation Exp	31.49	77.18	40.48	36.92	33.30	15.66
Total	31.49	77.18	40.48	36.92	33.30	15.66



ANNEXURE XXX

OTHER EXPENSES AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
Manufacturing Expenses						
Labour Subcontracting/Job Work Exp	12.22	14.87	22.33	65.02	148.20	179.03
Electric Power & Fuel	39.46	48.02	47.53	36.75	43.21	6.83
Repair to Machinery	12.56	16.96	22.62	17.41	17.01	9.22
Brass Turning Exp	-	-	-	-	3.09	-
Factory Repairing Exp	0.06	0.06	6.20	-	-	-
Freight & Forwarding Exp	12.02	15.46	32.73	15.38	16.21	6.86
Selling & Distribution Expenses						
Rate Difference Exp	0.45	0.25	7.80	1.01	5.81	2.10
Establishment Expenses						
Advertisement Expenses	-	0.42	0.82	0.09	0.24	0.16
Accounting Fees	-	-	-	-	-	0.57
Travelling Exp	-	1.25	1.17	3.40	0.19	0.19
Rates & Taxes	0.12	0.63	0.01	0.06	1.54	3.93
Payment To auditor	-	2.30	2.84	0.24	0.24	0.24
Donations	0.08	0.24	0.05	-	0.06	0.05
Machinery Insurance	0.51	0.50	0.50	0.45	0.45	-
Legal & Professional Fees	0.84	1.51	8.69	1.58	1.58	1.33
Printing & Stationery Exp	0.16	0.28	0.22	0.08	0.25	0.21
Vehicle Exp	1.43	3.24	2.43	2.81	2.16	1.58
Telephone Exp	0.42	0.81	0.43	0.62	0.42	0.81
Office Exp	0.31	0.99	1.69	2.53	2.55	0.57
GIDC Charges	-	1.42	1.59	1.26	1.05	-
Miscellaneous Expense	3.77	2.12	3.67	2.10	3.39	3.99
Total	84.40	111.32	163.31	150.79	247.66	217.67



PAYMENT TO AUDITOR AS RESTATED

Amount (Rs. In Lakhs)

Particulars	For the half year ended September 30, 2015	For the year ended March 31,				
		2015	2014	2013	2012	2011
a. Auditor	-	1.32	1.20	0.15	0.15	0.15
b. for taxation matters	-	-	0.24	0.02	0.02	0.02
c. for company law matters	-	-	0.12	0.05	0.05	0.05
d. for management services	-	-	-	-	-	-
e. for other services	-	0.98	0.96	0.02	0.02	0.02
f. for reimbursement of expenses	-	-	0.31	-	-	-
Total	-	2.30	2.84	0.24	0.24	0.24



ANNEXURE XXXI

DETAILS OF RELATED PARTY TRANSACTIONS AS RESTATED

Amount (Rs. In Lakhs)

Name	Nature of Transaction	Amount of Transaction Debited upto 30.09.2015	Amount of Transaction Credited upto 30.09.2015	Amount Outstanding as on 30.09.15 (Payable) / Receivable	Amount of Transaction Debited in 2014-15	Amount of Transaction Credited in 2014-15	Amount Outstanding as on 31.03.15 (Payable)/ Receivable	Amount of Transaction Debited in 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (Payable)/ Receivable	Amount of Transaction Debited in 2012-13	Amount of Transaction Credited in 2012-13	Amount Outstanding as on 31.03.13 (Payable)/ Receivable	Amount of Transaction Debited in 2011-12	Amount of Transaction Credited in 2011-12	Amount Outstanding as on 31.03.12 (Payable) / Receivable	Amount of Transaction Debited in 2010-11	Amount of Transaction Credited in 2010-11	Amount Outstanding as on 31.03.11 (Payable)/ Receivable
Pragjibhai M Patel	Unsecured Loan	15.00	(29.00)	(56.60)	-	(21.00)	(42.60)	-	(10.00)	(21.60)	-	(6.00)	(11.60)	-	(1.00)	(5.60)	7.00	(8.10)	(4.60)
Pragjibhai M Patel HUF	Unsecured Loan	-	-	(19.00)	-	-	(19.00)	-	(13.00)	(19.00)	-	(6.00)	(6.00)	-	-	-	-	-	-
Parvatiben Patel	Unsecured Loan	-	-	(13.00)	-	-	(13.00)	-	(5.00)	(13.00)	-	(8.00)	(8.00)	-	-	-	-	-	-
Premjibhai V Patel	Unsecured Loan	-	(9.55)	(45.01)	-	(10.00)	(35.46)	-	(5.00)	(25.46)	-	(8.00)	(20.46)	-	(2.96)	(12.46)	6.00	(15.00)	(9.50)
Premjibhai V Patel HUF	Unsecured Loan	-	-	(6.00)	-	-	(6.00)	-	-	(6.00)	-	(6.00)	(6.00)	-	-	-	-	-	-
Laxmiben P	Unsecured Loan	-	-	(9.00)	-	-	(9.00)	-	(3.00)	(9.00)	-	(6.00)	(6.00)	-	-	-	-	-	-



Name	Nature of Transaction	Amount of Transaction Debited upto 30.09.2015	Amount of Transaction Credited upto 30.09.2015	Amount Outstanding as on 30.09.15 (Payable) / Receivable	Amount of Transaction Debited in 2014-15	Amount of Transaction Credited in 2014-15	Amount Outstanding as on 31.03.15 (Payable)/ Receivable	Amount of Transaction Debited in 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (Payable)/ Receivable	Amount of Transaction Debited in 2012-13	Amount of Transaction Credited in 2012-13	Amount Outstanding as on 31.03.13 (Payable)/ Receivable	Amount of Transaction Debited in 2011-12	Amount of Transaction Credited in 2011-12	Amount Outstanding as on 31.03.12 (Payable) / Receivable	Amount of Transaction Debited in 2010-11	Amount of Transaction Credited in 2010-11	Amount Outstanding as on 31.03.11 (Payable)/ Receivable
Patel																			
Hitesh P Patel	Unsecured Loan	110.00	(8.32)	(1.38)	-	(43.59)	(103.06)	-	(10.27)	(59.47)	-	(20.22)	(49.20)	-	(14.81)	(28.99)	2.00	(16.18)	(14.18)
Hitesh P Patel HUF	Unsecured Loan	-	-	(16.75)	-	-	(16.75)	-	(10.75)	(16.75)	-	(6.00)	(6.00)	-	-	-	-	-	-
Jatin P Patel	Unsecured Loan	-	-	(20.50)	-	-	(20.50)	-	(8.00)	(20.50)	-	(12.00)	(12.50)	-	-	(0.50)	-	(0.50)	(0.50)
Jatin P Patel HUF	Unsecured Loan	-	-	(13.00)	-	(3.00)	(13.00)	-	-	(10.00)	-	(10.00)	(10.00)	-	-	-	-	-	-
Jasmin P Patel	Unsecured Loan	-	(7.00)	(64.41)	-	(24.14)	(57.41)	-	(3.49)	(33.27)	-	(17.67)	(29.78)	-	(9.11)	(12.11)	2.00	(5.00)	(3.00)
Jignesh M Patel	Unsecured Loan	-	(30.85)	(155.29)	-	(79.41)	(124.44)	-	(5.00)	(45.04)	-	(25.67)	(40.04)	-	(9.11)	(14.37)	7.26	(11.26)	(5.26)
Jignesh M Patel HUF	Unsecured Loan	-	-	(21.23)	-	-	(21.23)	-	(8.23)	(21.23)	-	(13.00)	(13.00)	-	-	-	-	-	-



Name	Nature of Transaction	Amount of Transaction Debited upto 30.09.2015	Amount of Transaction Credited upto 30.09.2015	Amount Outstanding as on 30.09.15 (Payable) / Receivable	Amount of Transaction Debited in 2014-15	Amount of Transaction Credited in 2014-15	Amount Outstanding as on 31.03.15 (Payable)/ Receivable	Amount of Transaction Debited in 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (Payable)/ Receivable	Amount of Transaction Debited in 2012-13	Amount of Transaction Credited in 2012-13	Amount Outstanding as on 31.03.13 (Payable)/ Receivable	Amount of Transaction Debited in 2011-12	Amount of Transaction Credited in 2011-12	Amount Outstanding as on 31.03.12 (Payable) / Receivable	Amount of Transaction Debited in 2010-11	Amount of Transaction Credited in 2010-11	Amount Outstanding as on 31.03.11 (Payable)/ Receivable
Nathalal D Patel	Unsecured Loan	-	-	(29.00)	-	-	(29.00)	-	(12.00)	(29.00)	-	(11.00)	(17.00)	-	-	(6.00)	-	(6.00)	(6.00)
Nathalal D Patel HUF	Unsecured Loan	-	-	(19.00)	-	-	(19.00)	-	(6.00)	(19.00)	-	(13.00)	(13.00)	-	-	-	-	-	-
Vandana J Patel	Unsecured Loan	-	-	(14.48)	-	-	(14.48)	-	(8.23)	(14.48)	-	(4.25)	(6.25)	-	-	(2.00)	-	(2.00)	(2.00)
Ronakben Patel	Unsecured Loan	-	-	(13.98)	-	-	(13.98)	-	(8.23)	(13.98)	-	(5.00)	(5.75)	-	(0.75)	(0.75)	-	-	-
Dudhiben Patel	Unsecured Loan	-	-	(10.10)	-	-	(10.10)	-	(2.00)	(10.10)	-	(8.10)	(8.00)	-	-	(0.10)	-	-	(0.10)
Anant Vijay Enterprise	Unsecured Loan	-	-	(3.00)	-	-	(3.00)	1.00	(3.00)	(3.00)	-	(1.00)	(1.00)	-	-	-	-	-	-



Name	Nature of Transaction	Amount of Transaction Debited upto 30.09.2015	Amount of Transaction Credited upto 30.09.2015	Amount Outstanding as on 30.09.15 (Payable) / Receivable	Amount of Transaction Debited in 2014-15	Amount of Transaction Credited in 2014-15	Amount Outstanding as on 31.03.15 (Payable)/ Receivable	Amount of Transaction Debited in 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (Payable)/ Receivable	Amount of Transaction Debited in 2012-13	Amount of Transaction Credited in 2012-13	Amount Outstanding as on 31.03.13 (Payable)/ Receivable	Amount of Transaction Debited in 2011-12	Amount of Transaction Credited in 2011-12	Amount Outstanding as on 31.03.12 (Payable) / Receivable	Amount of Transaction Debited in 2010-11	Amount of Transaction Credited in 2010-11	Amount Outstanding as on 31.03.11 (Payable)/ Receivable
Bhavisha J Patel	Unsecured Loan	-	-	(6.00)	-	-	(6.00)	-	-	(6.00)	-	(6.00)	(6.00)	-	-	-	-	-	-
Daksha J Patel	Unsecured Loan	-	-	(5.00)	-	-	(5.00)	-	(2.75)	(5.00)	-	(2.25)	(2.25)	-	-	-	-	-	-
H. J. Enterprise	Unsecured Loan	-	-	(5.00)	-	-	(5.00)	-	(5.00)	(5.00)	-	-	-	-	-	-	-	-	-
Pragjibhai M Patel	Salary	-	-		-	-	-	-	-	-	-	-	-	1.00	-	-	-	-	-
Premjibhai V Patel	Salary	-	-											2.00	-		-	-	-
Hitesh P Patel	Remuneration	2.40	-		4.80	-		4.80	-		3.85	-		7.70	-		-	-	-



Name	Nature of Transaction	Amount of Transaction Debited upto 30.09.2015	Amount of Transaction Credited upto 30.09.2015	Amount Outstanding as on 30.09.15 (Payable) / Receivable	Amount of Transaction Debited in 2014-15	Amount of Transaction Credited in 2014-15	Amount Outstanding as on 31.03.15 (Payable)/ Receivable	Amount of Transaction Debited in 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (Payable)/ Receivable	Amount of Transaction Debited in 2012-13	Amount of Transaction Credited in 2012-13	Amount Outstanding as on 31.03.13 (Payable)/ Receivable	Amount of Transaction Debited in 2011-12	Amount of Transaction Credited in 2011-12	Amount Outstanding as on 31.03.12 (Payable) / Receivable	Amount of Transaction Debited in 2010-11	Amount of Transaction Credited in 2010-11	Amount Outstanding as on 31.03.11 (Payable)/ Receivable
Jignesh N Patel	Remuneration	2.40	-		4.80	-		4.80	-		3.85	-		7.70	-		-	-	-
Jasmin P Patel	Remuneration	2.40	-		4.80	-		4.80	-		3.85	-		7.70	-		-	-	-
Hitesh P Patel	Salary	-	-	-	-	-		-	-		3.00	-		7.70	-		-	-	-
Jignesh N Patel	Salary	-	-	-	-	-		-	-		3.00	-		7.70	-		-	-	-
Jasmin P Patel	Salary	-	-	-	-	-		-	-		3.00	-		7.70	-		-	-	-
Panchabhai M Patel	Salary	-	-	-				0.09	-		0.99	-		0.87	-		-	-	-
Panchabhai M Patel	Bonus	-	-	-	0.10	-		0.09	-		-	-		-	-		-	-	-
Parsottam M Patel	Bonus	-	-	-	0.10	-		0.09	-		-	-		-	-		-	-	-



Name	Nature of Transaction	Amount of Transaction Debited upto 30.09.2015	Amount of Transaction Credited upto 30.09.2015	Amount Outstanding as on 30.09.15 (Payable) / Receivable	Amount of Transaction Debited in 2014-15	Amount of Transaction Credited in 2014-15	Amount Outstanding as on 31.03.15 (Payable)/ Receivable	Amount of Transaction Debited in 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (Payable)/ Receivable	Amount of Transaction Debited in 2012-13	Amount of Transaction Credited in 2012-13	Amount Outstanding as on 31.03.13 (Payable)/ Receivable	Amount of Transaction Debited in 2011-12	Amount of Transaction Credited in 2011-12	Amount Outstanding as on 31.03.12 (Payable) / Receivable	Amount of Transaction Debited in 2010-11	Amount of Transaction Credited in 2010-11	Amount Outstanding as on 31.03.11 (Payable)/ Receivable
N. D. Brass Foundry	Brass Moulding Expenses	-	-	-	-	-	-	-	-	-	-	-	-	25.69	-	-	-	-	-
Mexico Enterprise	Brass Moulding Expenses	-	-	-	-	-	-	-	-	-	-	-	-	15.17	-	-	-	-	-



ANNEXURE XXXII

SUMMARY OF ACCOUNTING RATIOS AS RESTATED

Amount (Rs. In Lakhs)

Ratios	For the period ended September 30, 2015	For the year ended 31 st March,				
		2015	2014	2013	2012	2011
Restated PAT as per P& L Account (Rs. In Lacs)	4.97	3.58	6.95	2.39	19.66	9.82
Weighted Average Number of Equity Shares at the end of the Year/Period	4,12,527	3,80,000	3,80,000	3,80,000	3,80,000	1,06,137
No. of equity shares at the end of the year/period	9,75,239	3,80,000	3,80,000	3,80,000	3,80,000	3,80,000
Net Worth (Rs. In Lacs)	320.86	190.89	187.57	180.63	178.23	158.57
Earnings Per Share						
Basic & Diluted (Rs.)	1.21	0.94	1.83	0.63	5.17	9.25
Return on Net Worth (%)	1.55%	1.87%	3.70%	1.63%	11.03%	6.19%
Net Asset Value Per Share (Rs)	32.90	50.23	49.36	47.53	46.90	41.73
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.) $\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year / period}}$

Return on Net Worth (%) $\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Restated Net Worth of Equity Shareholders}}$

Net Asset Value per equity share (Rs.) $\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Number of Equity Shares outstanding at the end of the year / period}}$

2. The figures for the period ended September 30, 2015 are not annualised.



ANNEXURE XXXIII

CAPITALISATION STATEMENT AS RESATED AT SEPTEMBER 30, 2015

Amount (Rs. In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	232.68	232.68
Long Term Debt (B)	640.30	640.30
Total debts (C)	872.98	872.98
Shareholders' funds		
Equity share capital	97.52	317.28
Reserve and surplus - as restated	223.34	465.07
Total shareholders' funds	320.86	782.34
Long term debt / shareholders funds	2.00	0.82
Total debt / shareholders funds	2.72	1.12

Notes:

1. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at September 30, 2015.
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 on February 26, 2016 amounting to 13,09,530 equity shares at Rs. 21/- per share and 8,88,000 equity shares in the IPO at Rs. 21/- per share. 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 September 30, 2015 has only been considered for calculation purpose.



ANNEXURE XXXIV

STATEMENT OF TAX SHELTERS AS RESTATED

Amount (Rs. In Lakhs)

Particulars	Half Year ended September 30, 2015	As at March 31,				
		2015	2014	2013	2012	2011
Profit before tax as per restated (A)	7.19	5.18	10.10	3.47	28.39	16.61
Tax Rate (%)	30.90	30.90	30.90	30.90	30.90	30.90
Tax at notional rate on profits	2.22	1.60	3.12	1.07	8.77	5.13
Adjustments :						
Permanent Differences(B)						
Expenses disallowed under Income Tax Act, 1961	-	0.27	-	-	-	-
Total Permanent Differences(B)	-	0.27	-	-	-	-
Income considered separately (C)	-	-	-	-	-	0.16
Total Income considered separately (C)	-	-	-	-	-	0.16
Timing Differences (D)						
Difference between tax depreciation and book depreciation	3.12	29.43	(17.98)	3.47	(35.87)	2.08
Difference due to any other items of addition u/s 28 to 44DA	-	-	-	-	(0.14)	1.24
Total Timing Differences (D)	3.12	29.43	(17.98)	3.47	(36.02)	3.31
Net Adjustments E = (B+D)	3.12	29.70	(17.98)	3.47	(36.02)	3.31
Tax expense / (saving) thereon	0.96	9.18	(5.56)	1.07	(11.13)	1.02
Income from Other Sources (F)	-	-	-	-	-	0.16
Loss of P.Y. Brought Forward & Adjusted(G)	-	(8.57)	(0.68)	(7.62)	-	-
Taxable Income/(Loss) (A+E+F+G)	10.31	26.31	(8.57)	(0.68)	(7.62)	19.76
Taxable Income/(Loss) as per MAT	7.19	5.18	10.10	3.47	28.39	16.61
Tax as per MAT	1.37	0.99	1.92	0.66	5.41	3.16
Tax as per Normal Calculation	3.19	8.13	(2.65)	(0.21)	(2.36)	6.11
Tax paid	3.19	8.13	1.92	0.66	5.41	6.11
Tax paid as per normal or MAT	Normal	Normal	MAT	MAT	MAT	Normal



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 period ended September 30, 2015 and financial years ended March 31, 2015, March 31, 2014, March 31, 2013 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "*Financial Statements as Restated*" on page 176 of this Draft 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 Draft 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 16 and 15, of this Draft Prospectus beginning respectively.

Our Company was incorporated on February 17, 2005 and has completed more than ten years since incorporation. The Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects the analysis and discussion of our financial condition and results of operations for the period ended September 30, 2015 and financial years ended March 31, 2015, March 31, 2014 and March 31, 2013.

OVERVIEW

Incorporated in 2005, our Company Sprayking Agro Equipment Limited is engaged in manufacturing of Brass Agro Equipment. We manufacture Sprayer parts and Nuts which are used in Agri-sprayers. Besides Agro Equipment, we also manufacture Plumbing Components, Auto and Electrical parts.

Our manufacturing plant and registered office of our Company is situated at GIDC Phase II Plot No 590 Dared.

Our Company is promoted by Pragji Patel and Hitesh Patel having an experience of more than one decade in Brass Industry. Our manufacturing plant is at Jamnagar which is considered as 'Brass City of India'.

Spread over 500 square meters, our factory is well equipped with latest machinery and equipments. With an installed production capacity of 4.5 metric tons of brass every day we utilize about 44.44 % of our capacity. Our manufacturing process is a recycling process and thus helps in solving environmental problems without using the natural resources. The brass industry throughout the world depends on the recycling of brass scrap for its survival. Making brass from new copper and zinc would be uneconomical and wasteful of raw materials so, since new brass articles are made from recycled scrap, brass is said to be sustainable. We use brass scrap as raw material which is imported from USA, UK and other European Countries and convert the scrap into finished goods.

We maintain high standards in terms of quality and timely service. We have a fully integrated manufacturing plant with 'scrap to product' kind of manufacturing plant which helps us have an economical advantage and generate economies of scale.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

1. The Authorized Capital of our Company was increased to Rs. 65,00,000 consisting of 6,50,000 Equity Shares from Rs. 50,00,000 consisting of 5,00,000 Equity Shares vide an Ordinary Resolution passed in the Extraordinary General Meeting of the members of the Company held on August 25, 2015.



2. The Authorized Capital of our Company was increased to Rs. 3,50,00,000 consisting of 35,00,000 Equity Shares from Rs. 65,00,000 consisting of 6,50,000 Equity Shares vide an Ordinary Resolution passed in the Extraordinary General Meeting of the members of the Company held on September 16, 2015.
3. Company has allotted shares against unsecured loan amount to Rs. 1,25,00,009 and Rs. 2,75,00,130 on September 21, 2015 and February 26, 2016 respectively.
4. Borrowing Powers of Board of Directors was increased to empower Board to borrow amount upto Rs. 10,000 lakhs vide a Special Resolution passed in the Extraordinary General Meeting of the members held on September 21, 2015.
5. Premjibhai Patel Family and Nathalal Patel family transferred their shares to Pragjibhai Patel Family on December 23, 2015 and disassociated themselves from the Company.
6. Our Company appointed Ronakben Dudhagara as Director and Anand Shah, Mehul Rajani and Sumeet Ghuntla as Independent Directors of our Company vide a resolution passed in Extraordinary General Meeting of members held on February 27, 2016.
7. Mehul Rajani resigned as Independent Director of our Company and Dipesh Pala was appointed as Independent Director of our Company on February 29, 2016
8. Our Company was converted into Public Company vide Special Resolution passed in the Extraordinary General Meeting of the Company held on March 1, 2016 and name of our Company was changed to Sprayking Agro Equipment Limited vide a fresh certificate of Incorporation dated March 4, 2016.
9. Our Company appointed Rajnik Vasoya as Chief Financial Officer of our Company vide a resolution passed on March 5, 2016.
10. We have passed a special resolution on March 5, 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 16 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Cost of brass scrap, copper and zinc
- Supply and availability of raw material
- Credit availability
- Rate of interest policies
- Economic and Demographic conditions
- Purchasing Power and Capital requirements

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for the financial period ended September 30, 2015 and for the financial years ended March 31, March 31, 2015, March 31, 2014 and March 31, 2013.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues

Income from operations:

Our principal component of income is from brass agro equipment and brass plumbing components.

Other Income:



Our other income includes Interest on Bank Deposits, Interest on Subsidy, Job Work Income, Duty Draw Back Income, Foreign Exchange Gains, etc.

Amount (Rs. In Lakhs)

Particulars	Till March 31,			Till September 30, 2015
	2013	2014	2015	
Income				
Revenue from Operations	1,121.06	1,622.59	1,406.85	902.37
As a % of Total Revenue	99.16%	98.95%	98.00%	99.14%
Other Income	9.49	17.28	28.69	7.85
As a % of Total Revenue	0.84%	1.05%	2.00%	0.86%
Total Revenue	1,130.55	1,639.87	1,435.54	910.21

EXPENDITURE

Our total expenditure primarily consists of Cost of Material Consumed, Changes in inventories, Employee Benefit Expense, Finance Costs and Other Expenses.

Direct Expenditure

Our direct expenditure includes cost of materials consumed, changes in inventories of finished goods, stock in trade and WIP. The cost of materials comprise of costs of Brass Scrap, Copper and Zinc as well as Machinery Parts, Oil, Diesel and Packing Materials.

Employee Benefit Expense

It includes salaries and wages, contributions to provident fund & other fund and staff welfare expense

Change in Inventories

Change in inventories includes change in inventories of finished goods and work in progress.

Financial Cost

Our financial cost includes interest expenses and other borrowing costs.

Depreciation

Depreciation includes depreciation of tangible assets.

Other Expenses

Other expenses includes Job Work Expense, Electric Power and Fuel Expense, Repair of Machinery, Freight and Forwarding Expense, Vehicle Expense, etc

Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Amount (Rs. In Lakhs)

Particulars	For the Year Ended March 31,			September 30, 2015
	2013	2014	2015	
INCOME				
Revenue from Operations	1,121.06	1,622.59	1,406.85	902.37
As a % of Total Revenue	99.16%	98.95%	98.00%	99.14%
Other Income	9.49	17.28	28.69	7.85
As a % of Total Revenue	0.84%	1.05%	2.00%	0.86%
Total Revenue (A)	1,130.55	1,639.87	1,435.54	910.21
Growth %	-30.76%	45.05%	-12.46%	
EXPENDITURE				



Particulars	For the Year Ended March 31,			September 30, 2015
	2013	2014	2015	
Cost of Material Consumed	954.64	1,566.03	1,061.44	581.53
As a % of Total Revenue	84.44%	95.50%	73.94%	63.89%
Changes in Inventories of finished goods, WIP and stock in Trade	-79.16	-306.38	2.4	106.13
As a % of Total Revenue	-7.00%	-18.68%	0.17%	11.66%
Employee benefit Expenses	44.09	125.17	126.21	76.31
As a % of Total Revenue	3.90%	7.63%	8.79%	8.38%
Finance costs	19.8	41.17	51.82	23.17
As a % of Total Revenue	1.75%	2.51%	3.61%	2.55%
Depreciation expense	36.92	40.48	77.18	31.49
As a % of Total Revenue	3.27%	2.47%	5.38%	3.46%
Other Expenses	150.79	163.31	111.32	84.4
As a % of Total Revenue	13.34%	9.96%	7.75%	9.27%
Total Expenses (B)	1,127.08	1,629.78	1,430.36	903.02
As a % of Total Revenue	99.69%	99.38%	99.64%	99.21%
Profit/Loss before exceptional extraordinary items and tax	3.47	10.10	5.18	7.19
As a % of Total Revenue	0.31%	0.89%	0.46%	0.64%
Exceptional items	-	-	-	-
Profit/Loss before extraordinary items and tax	3.47	10.10	5.18	7.19
As a % of Total Revenue	0.31%	0.89%	0.46%	0.64%
Extraordinary items	-	-	-	-
Profit/(Loss) before tax/Operational Loss	3.47	10.10	5.18	7.19
PBT Margin	0.31%	0.89%	0.46%	0.64%
Tax expense:				
(i) Current tax	0.66	1.92	8.13	3.19
(ii) Deferred tax	1.07	3.15	-6.53	-0.96
(iii) MAT Credit entitlement	(0.66)	(1.92)	-	-
Total Tax Expense	1.07	3.15	1.60	2.22
Profit/Loss for the year/ period	2.39	6.95	3.58	4.97
PAT Margin %	0.21%	0.42%	0.25%	0.01

REVIEW OF PERIOD ENDED SEPTEMBER 30, 2015

INCOME

Income from Operations

Our income from operations was Rs. 902.37 lakhs which is almost 99.14% of our total revenue for the period ended on September 30, 2015 which comprises income from sale brass agro equipment and plumbing components manufactured by us.

Other Income

Our other income was Rs. 7.85 lakhs and consists of Job Work Income

EXPENDITURE

Direct Expenditure

Our direct expenditure was Rs. 687.66 lakhs which is 50.58% of our total revenue for the period ended on September 30, 2015 which comprises cost of materials consumed, changes in inventories of finished goods,



stock in trade and WIP. The cost of materials comprise of purchase of Brass Scrap, Copper and Zinc. It also consists of Machinery Parts, Oil, Diesel and Packing Materials.

Employee Benefit Expense

It includes salaries and wages, provident fund expense and staff welfare expense

Change in Inventories

Change in inventories includes change in inventories of finished goods and work in progress.

Financial Cost

Our financial cost includes interest expenses and other borrowing costs.

Depreciation

Depreciation includes depreciation of tangible assets.

Other Expenses

Other expenses includes Job Work Expense, Electric Power and Fuel Expense, Repair of Machinery, Freight and Forwarding Expense, Vehicle Expense, etc

NET PROFIT AFTER TAX

Our net profit after restated accounts is Rs. 4.97 lakhs for the period ended on September 30, 2015.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014

INCOME

Income from Operations

Amount (Rs. In Lakhs)

Particulars	2013-2014	2014-2015	Variance
Operating Income	1,622.59	1,406.85	-13.30%

The operating income of the Company for the year ending March 31, 2015 is Rs. 1,406.85 lakhs as compared to Rs. 1,622.59 lakhs for the year ending March 31, 2014, showing a decrease of 13.30%. The decrease in revenue was due to decrease in rainfall which directly affected agricultural production. We are heavily dependent on growth of agricultural sector and hence due to less rainfall agricultural production decrease which resulted into decrease in sales of our Agro Equipment.

Other Income

Our other income increased by 66.03% from Rs. 17.28 lakhs in Financial Year 2013-2014 to Rs. 28.69 lakhs in Financial Year 2014-2015. The main reason for increase in other income was increase in job work income and foreign exchange gain.

DIRECT EXPENDITURE

Amount (Rs. In Lakhs)

Particulars	2013-2014	2014-2015	Variance
Cost of materials consumed	1,566.03	1,061.44	-32.22%
Changes in Inventories of finished goods, WIP and stock in Trade	-306.38	2.4	-100.78%

The direct expenditure has decreased from Rs. 1259.65 lakhs in Financial Year 2013-2014 to Rs. 1063.84 lakhs in Financial Year 2014-2015 showing a decrease of 15.54% over the previous year. The decrease was in line with our decrease in sales.



ADMINISTRATIVE AND EMPLOYEE COSTS

Amount (Rs. In Lakhs)

Particulars	2013-2014	2014-2015	Variance
Employee Benefit Expenses	125.17	126.21	0.83%
Other Expenses	163.31	111.32	-31.84%

There is a increase in employee benefit expenses from Rs. 125.17 lakhs to Rs. 126.21 lakhs due to increase in salaries and wages. Our other expenses decreased by 31.84% from Rs. 163.31 lakhs in Financial Year 2013-2014 to Rs. 111.32 lakhs in Financial Year 2014-2015 due to decrease in manufacturing and establishment expenses.

FINANCE COSTS

The finance costs for the period Financial Year 2014-2015 have increased to Rs. 51.82 lakhs from Rs. 41.17 lakhs in Financial Year 2013-14 due to decrease in other borrowing costs.

DEPRECIATION

Depreciation expenses for the Financial Year 2014-2015 have increased to Rs. 77.18 lakhs as compared to Rs. 40.48 lakhs for the Financial Year 2013-2014. The increase in depreciation was due to implementation of Companies Act, 2013 and change in rates therein.

PROFIT BEFORE TAX

Amount (Rs. In Lakhs)

Particulars	2013-2014	2014-2015	Variance
Profit Before Tax	10.10	5.18	-48.71%

Profit before tax decreased by 48.71% from Rs. 10.10 lakhs to Rs. 5.18 lakhs due to decrease in revenue of operations of the company.

PROVISION FOR TAX AND NET PROFIT

Amount (Rs. In Lakhs)

Particulars	2013-2014	2014-2015	Variance
Taxation Expenses	3.15	1.60	-49.21%
Profit after Tax	6.95	3.58	-48.51%

Taxation expense decreased from Rs. 1.60 lakhs in Financial Year 2014-15 compared to Rs. 3.15 lakhs in Financial Year 2013-14 due to decrease in profit before tax.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2014 WITH FINANCIAL YEAR ENDED MARCH 31, 2013

INCOME

Revenue from Operations

Amount (Rs. In Lakhs)

Particulars	2012-2013	2013-2014	Variance
Operating Income	1,121.06	1,622.59	44.74%

The operating income of the Company for the financial year 2013-2014 was Rs. 1,622.59 lakhs as compared to Rs. 1,121.06 lakhs for the financial year 2012-2013, showing an increase of 44.74%. This increase was in line with increase in our business operations.

Other Income

Other Income of the Company for the financial year 2012-2013 was Rs. 9.49 lakhs which increased by 82.09% to Rs. 17.28 lakhs during the financial year 2013-14. Our increase in other income was majorly due to increase in interest income.



DIRECT EXPENDITURE

Amount (Rs. In Lakhs)

Particulars	2012-2013	2013-2014	Variance
Cost of material consumed	954.64	1,566.03	64.04%
Changes in inventories of finished goods, traded goods and work in progress	-79.16	-306.38	287.04%

The direct expenditure increased from Rs. 875.48 lakhs in financial year 2012-13 to Rs. 1,259.65 lakhs in financial year 2013-14 showing an increase of 43.88% over the previous year. This increase was in line with our increase in business operations.

ADMINISTRATIVE AND EMPLOYEE COSTS

Amount (Rs. In Lakhs)

Particulars	2012-2013	2013-2014	Variance
Employee Benefit Expenses	44.09	125.17	183.90%
Other expenses	150.79	163.31	8.30%

Employee Benefit Expenses in financial year 2013-2014 have increased by 183.90% to Rs. 125.17 lakhs as against Rs. 44.09 lakhs in financial year 2012-2013. The increase was due to increase in the number of workers as well increase in salaries, wages and allowances. We used to have contract labourers in 2012-13 and stopped employing contract labour in the financial year 2013-14.

Other expenses increased from Rs. 150.79 lakhs in financial year 2012-13 to Rs. 163.31 lakhs in financial year 2013-14 showing an increase of 8.30% over the previous financial year. Increase in other expenses mainly includes manufacturing expenses like manufacturing expenses.

FINANCE COSTS

The finance costs for the Financial Year 2013- 2014 increased to Rs. 41.17 lakhs from Rs. 19.80 lakhs during the financial year 2012-13 due to increase in interest costs.

DEPRECIATION

Depreciation for the year financial year 2013-14 does not show a major difference but has increased to Rs. 40.48 lakhs as compared to Rs. 36.92 lakhs for the period 2012-13.

PROFIT BEFORE TAX

Amount (Rs. In Lakhs)

Particulars	2012-2013	2013-2014	Variance
Profit Before Tax	3.47	10.10	191.07%

The Profit Before Tax has increased to Rs. 10.10 lakhs in Financial Year 2013-14 from Rs. 3.47 lakhs in Financial Year 2013-2014 showing an increase of 191.07%. This increase was in line with our increase in operations.

PROVISION FOR TAX AND NET PROFIT

Amount (Rs. In Lakhs)

Particulars	2012-2013	2013-2014	Variance
Taxation Expenses	1.07	3.15	194.39%
Profit after Tax	2.39	6.95	190.08%

Taxation Expenses increased by 194.39% during the financial year 2013-14 compared with the financial year 2012-13 in line with the increase in profit. Profit after tax increased to Rs. 6.95 lakhs in the financial year 2013-14 as compared to Rs. 2.39 lakhs in the financial year 2012-13.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2013 WITH FINANCIAL YEAR ENDED MARCH 31, 2012



INCOME

Revenue from Operations

Amount (Rs. In Lakhs)

Particulars	2011-2012	2012-2013	Variance
Operating Income	1,601.94	1,121.06	-30.02%

The operating income of the Company for the financial year 2012-2013 was Rs. 1,121.06 lakhs as compared to Rs. 1,601.94 lakhs for the financial year 2011-2012, showing a decrease of 30.02%. The decrease was in line with our decrease in operations.

Other Income

Other Income of the Company for the financial year 2011-2012 was Rs. 30.82 lakhs which decreased to Rs. 9.49 lakhs during the financial year 2012-13. There was survey conducted by Income Tax for in the financial year 2011-12 for disclosure of furniture as fixed assets which were not earlier disclosed. This resulted in increase of Other Income in 2011-12.

DIRECT EXPENDITURE

Amount (Rs. In Lakhs)

Particulars	2011-2012	2012-2013	Variance
Cost of material consumed	1,435.81	954.64	-33.51%
Changes in inventories of finished goods, traded goods and work in progress	-184.08	-79.16	-57.00%

The direct expenditure decreased from Rs. 1,435.81 lakhs in financial year 2011-12 to Rs. 954.64 lakhs in financial year 2012-13 showing an increase of 33.51% over the previous year. The increase was in line with our increase in sales.

ADMINISTRATIVE AND EMPLOYEE COSTS

Amount (Rs. In Lakhs)

Particulars	2011-2012	2012-2013	Variance
Employee Benefit Expenses	52.92	44.09	-16.69%
Other expenses	247.66	150.79	-39.11%

Employee Benefit Expenses in financial year 2012-2013 have decreased by 16.69% to Rs. 44.09 lakhs as against Rs. 52.92 lakhs in financial year 2011-2012.

Other expenses decreased from Rs. 247.66 lakhs in financial year 2011-12 to Rs. 150.79 lakhs in financial year 2012-13 showing a decrease of 39.11% over the previous financial year.

FINANCE COSTS

The finance costs for the Financial Year 2012- 2013 decreased from Rs. 19.80 lakhs in the financial year 2011-12 to Rs. 18.77 lakhs due to decrease in operations.

DEPRECIATION

Depreciation for the year financial year 2012-13 has increased to Rs. 36.92 lakhs as compared to Rs. 33.30 lakhs for the financial year 2011-12.

PROFIT BEFORE TAX

Amount (Rs. In Lakhs)

Particulars	2011-12	2012-2013	Variance
Profit Before Tax	28.39	3.47	-87.78%

The Profit Before Tax has decreased to Rs. 3.47 lakhs from Rs. 28.39 lakhs showing an decrease of 87.78%.

PROVISION FOR TAX AND NET PROFIT



Amount (Rs. In Lakhs)

Particulars	2011-2012	2012-2013	Variance
Taxation Expenses	8.73	1.07	-87.74%
Profit after Tax	19.66	2.39	-87.82%

Taxation Expenses have decreased to Rs. 1.07 lakhs in the financial year 2012-13 as compared to Rs. 8.73 lakhs in the financial year 2011-12 due to decrease in sales and income.

Profit after tax decreased to Rs. 2.39 lakhs as compared to Rs. 19.66 lakhs for the financial year 2011-12.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled “*Risk Factors*” beginning on page 16 of this Draft 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 16 of this Draft Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. Future relationship between Costs and Income

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and prices of brass, copper and zinc.

5. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

Increase in revenue is by and large linked to increases in volume of business activity by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in Brass Industry. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 117 of this Draft 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 Draft Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal in nature. However we have seen pattern of seasonality as the end use of the products we produce is majorily in Agricultural Industry.

9. Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company’s customer and supplier vis a vis the total income and finished goods / traded goods cost respectively as March 31, 2015 and as September 30, 2015 are as follows:

For Financial year 2014-15



Particulars	Customers	Suppliers
Top 5 (%)	93.98%	77.20%
Top 10 (%)	98.92%	85.91%

For Six months ended on September 30, 2015

Particulars	Customers	Suppliers
Top 5 (%)	96.48%	81.70%
Top 10 (%)	99.76%	86.09%

10. Competitive Conditions

We face competition from existing and potential 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*” on page 136 of this Draft 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. Loan of Rs. 145 Lakhs sanctioned by Small Industries Development Bank of India (SIDBI) Limited vide loan agreement dated June 30, 2011

Name of the Lender	Small Industries Development Bank of India	
Facility	Loan under DCS/KFW	41.50
	Loan under DCS	103.50
	Overall Term Loan	145.00
Interest Rate	Loan under DCS/KFW	10.75%
	Loan under DCS	11.75%
Tenure/ Repayment schedule	54 Equal Monthly Installments	
Security	<u>Primary Security :-</u> First charge by way of hypothecation of borrower's movables including plant, equipment machinery, machinery spares, tools, accessories and all other assets which have been acquired or proposed to be acquired under the project/ scheme. <u>Collateral Security:-</u> First Charge by way of equitable mortgage of leasehold right of borrower's immovable properties situated at Plot No.- 590/1, GIDC, Phase-II, Dared, Jamnagar admeasuring 2527.75 Sq. Mtrs. <u>Guarantee (s):-</u> (1) Hiteshkumar Pragji Patel (2) Jasmin Premjibhai Patel (3) Pragji Meghjibhai Patel (4) Premjibhai Valjibhai Patel (5) Jignesh Nathabhai Pipariya	
Outstanding Amount as on September 30, 2015.	31.43 lakhs	



2. Loan of Rs. 300 Lakhs sanctioned by HDFC Bank Limited vide sanction letter dated 27th July, 2013

Name of the Lender	HDFC Bank Limited	
Facility (Rs. In lakhs)	Buyers Credit	300 lakhs
	PSR (Sublimit of BC)	35 lakhs
	Overall Facility Limit under MFA (Sub Limit of BC)	200 lakhs
Interest Rate	Buyers Credit	Libor + 350 Bps + 3% Commission p.a
	PSR (Sublimit of BC)	Rs. 750 for each forward contract & Rs. 250 for cancellation
Security	<u>Primary Security:-</u> Hypothecation by way of first and exclusive charge on all present and future current assets inclusive of all stocks, book debts. <u>Collateral Security:-</u> Equitable mortgage of property owned by Sprayking Agro Equipment Private Limited situated at Plot No. 590/2, GIDC, Phase-II, Dared, Jamnagar. <u>Personal Guarantee:-</u> Hiteshkumar Pragji Patel Jasmin Premjibhai Patel Pragji Meghjibhai Patel Premjibhai Valjibhai Patel Jignesh Nathabhai Pipariya 75% shareholders	
Outstanding Amount as on September 30, 2015	232.68 lakhs	

Key restrictive covenants as per Loan Agreement

Borrower would not divert any funds to any other purpose and launch any new scheme (Other than business activities) of expansion/ business without prior permission of HDFC Bank.

3. Loan of Rs. 100 Lakhs sanctioned by Small Industries Development Bank of India (SIDBI) Limited vide loan agreement dated 9th October, 2013

Name of the Lender	Small Industries Development Bank of India
Facility	Total term loan of Rs. 100 Lakhs:- 1. Term Loan of Rs. 74 Lakhs for the purchase and installation of vertical milling machine 2. Term loan of Rs. 26 Lakhs for improving insulation, non project specific expenditure, etc.
Interest Rate	1. PLR (floating) i.e at 12.75% for the term loan of Rs. 74 Lakhs. 2. PLR+0.50% i.e at 13.25% for the term loan of Rs. 26 Lakhs.



Tenor/ Repayment schedule	Not more than four years including moratorium period.
Security	First charge by way of hypothecation in favour of SIDBI of all the movables including plant, machinery and equipments, tools, spares, accessories and all other assets acquired/to be acquired under the scheme (except those exclusively charged to the company's banker for securing working capital limits.) Extension of first charge by way of hypothecation on all existing plant and machinery and other movable assets of the company. Extension of charge on equitable mortgage of property owned by Sprayking Agro Equipment Private Limited situated at Plot No. 590/2, GIDC, Phase-II, Dared, Jamnagar.
Outstanding Amount as on September 30, 2015	6.52 lakhs

4. Loan of Rs. 300 Lakhs sanctioned by Small Industries Development Bank of India (SIDBI) Limited vide loan agreement dated January 13, 2016

Name of the Lender	Small Industries Development Bank of India
Facility	Total term loan of Rs. 300 Lakhs under DCS-SBL (Secured Business Loan) for business needs such as capex, servicing new orders, renovation of property/assets, reimbursement against self-financed assets acquired in last one year, funding of intangibles, brand building/ marketing, R&D, inorganic growth or any other bona-fide business. .
Interest Rate	11.20%
Tenor/ Repayment schedule	72 months after a moratorium of 6 months
Security	Extension of charge on equitable mortgage of property owned by Sprayking Agro Equipment Private Limited situated at Plot No. 590/1, GIDC, Phase-II, Dared, Jamnagar by way of lease hold rights. First charge by way of equitable mortgage of Immovable Property (Residential House) admeasuring 164.43 sq mtr situated at- All those places and parcels of immovable property being sub plot no. 8A, admeasuring 164.43 sq mts land area of main Plot No. 8 bearing R.S. No. 11, 12, 114/1, and 114/2, together with building thereupon bearing city survey no. 4476 paiki sheet no. 341 of ward no. 15 of city survey additional area situated at Raghuvir Co. Op Housing Society Limited, Opp Fire Station, Indira Road, Jamnagar owned by Smt Paravatiben Pragjibhai Patel w/o Shri Pragjibhai Patel Extension of first charge by way of hypothecation of borrower's all movables spares, tools and accessories and all other assets situated at Plot No. 590/1, GIDC, Phase-II, Dared, Jamnagar owned by Sprayking Agro Equipment Private Limited.



5. Auto Loan facility of Rs. 11.35 lakhs sanctioned by HDFC Bank Limited

Facility	Auto Loan
Sanctioned Amount	11.35 lakhs
Interest Rate	9.60% p.a.
Security	Loan is secured against car
Period	36 months
Amount Outstanding as on September 30, 2015	4.44 lakhs

6. Vehicle Loan of Rs. 14 lakhs sanctioned by Toyota Financial Services Limited.

Facility	Vehicle Loan
Sanctioned Amount	14.00 lakhs
Interest Rate	9.90% p.a.
Security	Loan is secured against Innova car
Period	36 months
Amount Outstanding as on September 30, 2015	6.52 lakhs

UNSECURED BORROWINGS

Unsecured Borrowing as on March 10, 2016

Sr. No	Name of Lender	Loan Amount (Rs. In Lakhs)
1.	Jignesh N Patel	155.29
2.	Hiteshkumar Dudhagara	1.21
	Total	156.50



SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

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) pending proceedings initiated against our Company for economic offences; (iii) default and non-payment of statutory dues by our Company; (iv) 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; or (v) 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. Our Board of Directors, in its meeting held on February 27, 2016 determined that any pending litigation individually, are considered as material pending litigation and accordingly are disclosed in this Draft Prospectus. Further, dues owed by our Company to small scale undertakings and other creditors, which exceeds Rs 1 lakh as at September 30, 2015 have been considered as material dues for the purposes of disclosure in this Draft Prospectus.

Unless otherwise stated to contrary, the information provided is as of date of this Draft Prospectus.

Litigation involving our Company

I. Criminal Litigation

A. Against the Company

Nil

B. By the Company:

Nil

II. Civil Proceedings

Nil

A. Against the Company

Nil

B. By the Company:

Nil

III. Cases relating to Consumer Matters

Nil

A. Against the Company

Nil

B. By the Company

Nil

IV. Cases relating to winding-up

Nil

A. By the Company

Nil

V. Proceedings against the Company for economic offences

Please also refer to S. No. i Section on litigations against company Directors Below.



VI. Proceedings against the Company relating to Taxation matters

a) Intimation u/s 143(1)(a) of the Income Tax Act for AY 2011-12:

The intimation is calculation of tax according to the Income Tax Portal and a demand was raised for tax payable amounting to Rs 910/- vide Order dated 16/01/2012 by Assessing Officer having corresponding Demand Identification Number (DIN) 2011201137028627363C.

b) Intimation u/s 143 (3) of the Income Tax Act for AY 2012-13:

Demand was raised for tax payable amounting to Rs. 13,900/- vide order dated 20/03/2015 by Assessing Officer having corresponding Demand Identification Number (DIN) 2014201210013182702C.

c) Intimation u/s 143 (1) (a) of the Income Tax Act for AY 2013-14:

Demand was raised under the abovementioned section for tax payable amounting to Rs. 1,75,830/- by Assessing Officer vide order dated 20/03/2015 having corresponding Demand Identification Number (DIN) 2014201337004023726C.

d) Intimation u/s 154 of the Income Tax Act for AY 2014-15:

Demand was raised for tax payable amounting to Rs. 44,040/- vide Order dated 16/01/2012 by Assessing Officer having Corresponding Demand Identification Number (DIN) 2015201437022029922C.

e) Assessment Order u/s 143(1) of the Income Tax Act

The Assessment Order was passed by Income Tax Officer under Section 143 of the Income Tax Act against the Company. Return of Income for assessment year 2012-2013 was filed by the Assessee showing its Income as NIL. The Return was processed under Section 143(1) of the Income Tax Act. The notice was issued to the Company u/s 143(2) dated 14 August 2013 and served upon the Company on 21 August 2013 by ITO 3(2)-Jamnagar. Further, the case was transferred to ITO ward 1(3)- Jamnagar due to change in Jurisdiction and Notice was issued u/s 142(1) r.w.s. 129 of the Act dated 1 December 2014 calling for the details pertaining to previous Notices. The Assessee's Representative filed a reply on 11 December 2014 submitting bank statements and statement of good fixed assets hypothecated for obtaining term loan, shares issued and increase in loans and advances from related parties along with names & addresses, details of sub-contracting job works etc. the details submitted were verified and kept on record.

The Company being a private limited Company and is in the business of Trading and Manufacturing Agricultural Plants. On verification of the Assessee's Profit & Loss account dated 31 March 2012 it was observed that amount of Rs. 6000/- is debited on account of the donation. The same was disallowed and added back to the Company's total income. Similarly, Rs. 2,16,333/- were debited towards vehicle expense. The contention of the Assessing officer was the possibility of non-business or personal use of the vehicle cannot be ruled out and 25% of the net expense i.e. Rs. 54,000/- shall not be disallowed and added back to the total income. Hence the total income of the company was calculated to be Rs. 22,47,558/- only.

f) Proceeding under Central Excise-

The company is engaged in the manufacturing of the brass rods. The company clears the raw material at the site of the job worker and received intermediate goods i.e. Brass Casted Rods manufactured by job worker. The company was availing benefit of Notification No 84/94CE „On the basis of intelligence that the noticee No 1 is consuming their intermediate



goods without the payment of duty, the premises of the said factory was searched on 13 September 2010. During the search the documents and records of the company were seized and on inspection of the records of the Company, the show cause notice was issued. The contention of the Assessing Officer was the company has knowingly indulge itself in the acts of evasion of central excise duty on intermediate goods used in the manufacture of exempted finished goods for which no exemption was available under captive consumption Notification No 67/1995-CE dated 16 March 1995 and therefore the company is liable under Section 11AC of the Central Excise Act.

The duty amounting to Rs 11,55,62,312.00 was demanded along with the interest and Company was directed to file the reply to the said show cause notice within 30 days from the date of the notice.

In the review order dated 13.06.2013 the view in the show cause notice was upheld and it was stated that the provisions of the Notification No 84/94CE are not applicable to the company and thus company was supposed to pay excise duty as the products manufactured by the company, even though fall within the criteria of Nil Duty goods, the duty is payable on the intermediate products. The demand of the duty amounting to Rs 11,55,62,312.00/- was confirmed in the said order and penalty of Rs. 5,00,000.00/0 was imposed on the director Mr. Harish Dudhara for his alleged involvement in the contravention of rules of excise. The company was directed to pay the penalty and interest thereon within 30 days from the date of Order. The option of the reduced penalty of Rs. 2,88,90,578.00/- was given on the condition of payment of the same within 30 days from the date of the Order.

An appeal was preferred by the Company before CESTAT which was heard on 6 August 2013. The Council appearing for the company Company claimed that they were exempted from the payment of duty under Notification Numbered 3 of 2005 -CE dated 24.02.2005 for the intermediate products manufactured by it and the duty demand is completely time barred. Company also stated that they were regularly filing declarations regarding the claimed exceptions with the Department of Central Excise and Service Tax. Also, company claimed that they are covered under Notification No 84/94-CE of 11.04.1994 for the goods manufactured on job work. It was observed in the appeal that the case needs deeper study considering its complex nature. It was also held that the process of manufacturing of Company's products was well within the knowledge of the department and therefore the prima facie case of appellant pertaining to limitation and non-invocation of extended period stands. The Tribunal further passed an order for stay on recoveries of confirmed dues and penalties till the appeal is disposed of.

VII. *Past Penalties imposed on the Company*

Nil

VIII. *Penalties in Last Five Years*

Nil

IX. *Pending Notice against the Company*

Nil

X. *Outstanding Litigation against other companies whose outcome could have an adverse effect on the company*

Nil

XI. *LITIGATION INVOLVING DIRECTORS OF THE COMPANY*

A. *Outstanding Litigation*

Nil



B. *Litigation by the Directors of the Company*

Nil

C. *Litigation against the Directors of the Company*

Nil

XII. PAST PENALTIES IMPOSED ON DIRECTORS

a) *Show Cause Notice under Central Excise Act*

The company is engaged in the manufacturing of the brass rods. On the basis of intelligence that the notice no. 1 is consuming their intermediate goods without the payment of duty, the premises of the said firm were searched on 13 September 2010. During the search the documents and records of the company were seized and on inspection of the records of the Company, the show cause notice was issued.

The contention of the Assessing Officer was that the company has knowingly indulge itself in the acts of evasion of central excise duty on intermediate goods used in the manufacture of exempted finished goods for which no exemption was available under captive consumption Notification No 67/1995-CE dated 16 March 1995 and therefore the company is liable under Section 11AC of the Central Excise Act

Mr Hitesh Dudhagra, the Director of the company, the person concerned in manufacturing, keeping, depositing, selling, clearing etc. of the excisable goods which he knew or had reasons to believe were liable to be confiscated and liable to penalties under Section 26 of Central Excise Rules. The penalty was imposed of Rs. 5 Lacs on Mr Dudhagra under Rule 26 of the Central Excise Rules, 2002.

Further, an Appeal was made by CESTAT that more penalty shall be imposed on Mr Hitesh Dudhagra as he was well aware of the provisions of the Central Excise and still continued with the default.

XIII. LITIGATION INVOLVING PROMOTER OF THE COMPANY

1. *Outstanding Litigation against the Promoters*

Nil

2. *Outstanding Litigation by the Promoters*

Nil

3. *Past Penalties imposed on the Promoters*

Nil

4. *Proceedings initiated against the Promoters for Economic Offences*

Nil

Please refer to section Litigation against Directors

XIV. Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter

Nil

XV. Litigation /defaults in respect of the companies/Firms/ventures/ with which the promoter was associated in Past

Nil



XVI. Pending Notice

Nil

XVII. Litigation by Our Promoters

Nil

XVIII. LITIGATION INVOLVING OUR SUBSIDIARIES

A. *Outstanding Litigation against the Subsidiaries*

Nil

B. *Past Penalties imposed on the Subsidiaries*

Nil

C. *Proceedings initiated against the Subsidiaries for Economic Offences*

Nil

D. *Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Subsidiaries*

Nil

E. *Adverse finding against Subsidiaries for violation of Securities laws or any other laws*

Nil

F. *Litigation by the Subsidiaries*

Nil

XIX. LITIGATION INVOLVING THE GROUP COMPANIES

A. *Outstanding Litigation against the Group Companies*

Nil

B. *Past Penalties imposed on the Group Companies*

Nil

C. *Proceedings initiated against the Group Companies for Economic Offences*

Nil

D. *Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Group Companies*

Nil

E. *Adverse finding against Group Companies for violation of Securities laws or any other laws*

Nil

F. *Litigation by the Group Companies*

Nil

XX. OTHER MATTERS

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as described in this Draft Prospectus, to our knowledge, there have been no material developments, since the date of the last audited balance sheet



OUTSTANDING DUES TO CREDITORS OF OUR COMPANY

As on September 30, 2015 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)
Oval Die	8.12
Jasmin P. Patel	2.16
Hitesh P. Patel	1.22
Lalji Mulji Transport Co.	1.16

The details pertaining to net outstanding dues towards our Material Creditors shall be made available under investors' section on the website of our Company i.e. <http://www.spraykingagro.com/> It is clarified that such details available on our website do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Company's website, <http://www.spraykingagro.com/> would be doing so at their own risk.

There are no pending cases with such Material Creditors.



GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

APPROVALS FOR THE ISSUE

Corporate Approvals

Our Board have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on March 5, 2016 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

Our shareholders have pursuant to a resolution passed in the Extra Ordinary General Meeting dated March 5, 2016 under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue.

The Company has entered into an agreement dated [•] with the Central Depository Services (India) Limited (“**CDSL**”) and the Registrar and Transfer Agent, who in this case is Sharex Dynamic (India) Private Limited, for the dematerialization of its shares.

Similarly, the Company has also entered into an agreement dated [•] with the National Securities Depository Limited (“**NSDL**”) and the Registrar and Transfer Agent, who in this case Sharex Dynamic (India) Private Limited, for the dematerialization of its shares.

The Company's International Securities Identification Number (“**ISIN**”) is [•]

Approvals from Lenders

[•]

Approvals from Stock Exchange

The Company has obtained approval from SME platform of the Bombay Stock Exchange of India Limited *vide* letter dated [•] to use the name of the Stock Exchange in the Prospectus for listing of Equity Shares on the Stock Exchange.

INCORPORATION DETAILS

1. Corporate Identity Number: U29219GJ2005PLC045508.
2. Certificate of Incorporation dated February 17, 2005, issued by the Registrar of Companies, Gujarat, bearing Corporate Identity Number U29219GJ2005PTC45508 and registration no. 045508.
3. Fresh Certificate of Incorporation dated March, 2016, issued by Registrar of Companies, Gujarat, bearing Corporate Identity Number U29219GJ2005PLC045508.



APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

1. Under Direct And Indirect Tax Laws

Sr. No.	Nature of Approval/ License	Registration No.
1.	Permanent Account Number	AAICS7623J
2.	Tax Deduction Account Number	RKTS04045G
3.	Service Tax Registration	AAICS7623JSD001
4.	Employees Provident Code Number	GJRAJ0043714000
5.	Excise Registration	AAICS7623JEM001
6.	Gujarat Sales Tax Certificate	1002008368 (State)
7.	TIN Number Registration	24100200836
8.	Central Sales Tax Number	24600200836

2. Other Registration And Licenses

In order to operate our company in our manufacturing unit we require various approvals and/ or licenses under various laws, rules and regulations as applied to District Industries Centre, Jamnagar, Government of Gujarat. Further, most of our approvals are obtained for each item of manufacture by the company which are as follows:

Sr. No.	Nature of Approval/ License	Authority/Entity	Particulars of License / Approvals/Certificate	Valid upto
1	QM 02 00570 issued on 07/06/2012	TUV India Pvt. Ltd.	ISO 9001:2008 in respect of (i) Manufacture and Supply of Brass Components	06/06/2018
2	24-010-12-01315 dated 10/03/2010	Government of Gujarat, District Industries Centre, Jamnagar	Entrepreneurs Memorandum Number "Part II" to manufacture, Brass Agro Part & Component, Brass Part, Brass Rods, Brass Billet, Brass Section, Brass Pipes, Brass Tubes	NA
3	Import Export Code ("IEC") 24/04/130/00776/AM 05 dated March 15, 2005	Foreign Trade Development Officer, Ministry of Commerce and Industry	IEC Number – 2404007696 Date of Issue – March 15, 2005	NA
4	SMERA Rating Certificate	NSIC	For being part of Dun & Bradstreet Information Services India Pvt. Ltd. with D&B D-U-N-S no. 85-948-4138 dated 04/04/2012	NA



Sr. No.	Nature of Approval/ License	Authority/Entity	Particulars of License / Approvals/Certificate	Valid upto
5	NSIC D&B SMERA Performance and Credit Rating Certificate	NSIC D&B SMERA	Rated the company SE 2B for High Performance Capability and Moderate Financial Strength dated 20/3/2015	19/03/2016

Approvals/ Licenses to be applied

We are yet to apply for the following licenses and/ or approvals which will be applied for in due course

Sr. No.	Nature of License / Approvals	Authority
1.	Professional Tax Registration Certificate	Jamnagar Municipal Corporation
2.	Professional Tax Enrollment Certificate	Jamnagar Municipal Corporation
3.	Shops & Establishment Certificate	Jamnagar Municipal Corporation

3. Environment Related Approvals

Permission under Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 Hazardous Waste (Management, Handling and Transboundary Movement) Rules'2008 and Environment Protection Act, 1986

Gujarat Pollution Control Board *vide* its letter dated September 5, 2011 has given a consolidated permission to Company under Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 Hazardous Waste (Management, Handling and Transboundary Movement) Rules'2008 and Environment Protection Act, 1986 subject to various conditions mentioned in the said letter. The said order is valid upto September 4, 2016.

4. Employee/labour related approvals

Sr. No.	Nature of Approval/ License	Authority	Particulars of License / Approvals	Valid upto
1	Employees Provident Fund Certificate	Employees' Provident Fund Organization	GJRAJ0043714000	NA

Our Company has taken Insurance Policy for Standard Fire and Special Perils Policy from New India Insurance Company Ltd for total sum of Rs. 39,40,000/- for our premises.



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 March 5, 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 March 5, 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 Entities 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 Entities 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 (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 lakhs. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “*General Information*” beginning on page 60 of this Draft 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 Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled “*General Information*” beginning on page 60 of this Draft 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 has track record of distributable profits in terms of section 123 of Companies Act for at least two years out of immediately preceding three financial years and each financial year has a period of at least 12 months or has networth of Rs. 5 crore
8. The distributable Profit, Net tangible Assets and Net worth of the Company as per the restated financial statements for the year ended March 31, 2015, 2014, 2013, 2012 and 2011 and for the Period ended September 30, 2015 is as set forth below:-

Amount (Rs. In lakhs)

Particulars	As on September 30, 2015	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Distributable Profits*	4.97	3.58	6.95	2.39	19.66	9.82
Net Tangible Assets**	931.79	838.50	750.51	550.69	389.29	204.39
Net Worth***	320.86	190.89	187.57	180.63	178.23	158.57

* “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

9. The Post-issue paid up capital of the Company shall be at least Rs. 3 Crore
10. The Company shall mandatorily facilitate trading in demat securities and has already entered into an agreement with CDSL and is in the process of entering agreement with 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.spraykingagro.com

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO 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 DRAFT 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/SEBI A DUE DILIGENCE CERTIFICATE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE DRAFT PROSPECTUS FILED WITH THE EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.



4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.– 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 DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN



ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.

12.WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:

- A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
- B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13.WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE

14.WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE 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 DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. NOTED FOR COMPLIANCE

16.WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS 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 WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT PROSPECTUS*

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

(1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT 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 DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.



- (3) WE CONFIRM THAT THE ABRIDGED DRAFT PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. – NOTED FOR COMPLIANCE**
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION 4 OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS. – 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 Draft 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 Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad, Gujarat, 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 Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.spraykingagro.com would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated March 15, 2016], the Underwriting Agreement dated March 15, 2016 entered into among the Underwriter and our Company and the Market Making Agreement dated [●] 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 Draft 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 Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in 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 Draft 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 Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE



As required, a copy of this Draft Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to us, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to RoC filing

FILING

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

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from SME Platform of BSE. However application will be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE has given its in-principal approval for using its name in our Draft Prospectus *vide* its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. If such money is not repaid within 8 days after 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 twelve 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, Escrow Collection Bank, Banker(s) 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 Draft 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 Draft Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Draft 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 109 of this Draft 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 issue 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 March 01, 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, 2014 and the Companies (Draft Prospectus and Allotment of Securities) Rule, 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 67 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the 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 past 3 years.

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 Draft 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 March 7, 2016 For further details, please refer to the chapter titled “*Our Management*” beginning on page 155 of this Draft Prospectus.

Our Company has appointed [●] as Compliance Officer and he may be contacted at the following address:

Sprayking Agro Equipment Limited

GIDC, Phase II, Plot No. 590,

Dared, Jamnagar, Gujarat,

India 361005

Tel: +91 288 2730750

Fax: +91 288 2730225

Email: info@spraykingagro.com

Website: www.spraykingagro.com

Corporate Identification Number: U29219GJ2005PLC045508

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

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 67 of this Draft 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 Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft 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. However we have delayed the payment of installment amount of SIDBI by nine to ten days in the financial year 2013-14



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 314 of this Draft 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 and our Articles of Association. For further details, please refer to the chapter titled “*Dividend Policy*” on page 174 of this Draft 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. 21 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 113 of this Draft 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 314 of this Draft 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 6,000 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 6,000 Equity Share subject to a minimum allotment of 6,000 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 6,000 Equity Share subject to a minimum allotment of 6,000 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 4 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	[•]
ISSUE CLOSES ON	[•]

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.1,00,000/- (Rupees One Lakh) per application.

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

MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after 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 Draft Prospectus. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 60 of this Draft Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

Issue size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto Rs. 20 Crore	25%	24%

Further, the Market Maker shall give (2) two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.



In view of the Market Maker obligation, there shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 6,000 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.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page 67 of this Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "Main Provisions of the Articles of Association" beginning on page 314 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated 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 Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer, whose post issue face value capital does not exceed ten crore rupees, shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 263 and 270 of this Draft Prospectus.

Following is the issue structure:

Public Issue of 8,88,000 Equity Shares of face value of Rs. 10/- each fully paid (the ‘Equity Shares’) for cash at a price of Rs. 21/- per Equity Share (including a premium of Rs. 11/- per Equity Share) aggregating Rs. 186.48 Lakhs (‘the Issue’) by our Company.

The Issue comprises a Net Issue to Public of 8,40,000 Equity Shares (‘the Net Issue’), a reservation of 48,000 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	8,40,000 Equity Shares	48,000 Equity Shares
Percentage of Issue Size available for allocation	94.59% of Issue Size	5.41% of Issue Size
Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 6,000 equity shares and further allotment in multiples of 6,000 equity shares each. For further details please refer to the section titled “ <i>Issue Procedure</i> ” on page 270 of the Draft Prospectus	Firm allotment
Mode of Application	All Applicants shall make the application (Online or Physical) through the ASBA Process.	Through ASBA Process Only
Minimum Application	<i>For QIB and NII</i> Such number of Equity Shares in multiples of 6,000 Equity Shares such that the Application size exceeds Rs 2,00,000 <i>For Retail Individual</i> 6,000 Equity shares	48,000 Equity Shares
Maximum Application Size	<u>For Other than Retail Individual Investors:</u> For all other investors the maximum application size is the Net Issue to public subject to limits as the investor has to adhere under the relevant laws and regulations as applicable. <u>For Retail Individuals:</u> 6,000 Equity Shares	48,000 Equity Shares of Face Value of Rs 10 each
Mode of Allotment	Compulsorily in Dematerialised mode	Compulsorily in Dematerialised mode



Particulars	Net Issue to Public*	Market Maker Reservation Portion
Trading Lot	6,000 Equity Shares	6,000 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 entire Application Amount will be payable at the time of submission of the Application Form.	

The Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “Issue Structure” on page 268 of this Draft Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue ‘the allocation’ is the net offer to the public category shall be made as follows:

- Minimum fifty percent to retail individual investors; and
- Remaining to Investor Other than retail individual investors; and
- The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category

“If the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage”

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	[•]
ISSUE CLOSES ON	[•]

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



ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (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 Draft 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 this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall trade only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Pursuant to SEBI Circular dated September 27, 2011 and bearing No. CIR/CFD/DIL/4/2011, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White



Category	Colour of Application Form
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion), applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. 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 Corporate Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the



prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - I. Any transactions in derivatives on a recognized stock exchange;
 - II. Short selling transactions in accordance with the framework specified by the Board;
 - III. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - IV. Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
 - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;



- iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depositary Receipts or Global Depositary Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - viii. Any other transaction specified by the Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:
Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
 5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
 6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
 7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
- No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
- (a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
 - (b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:
- Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:
- Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.
- A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
- Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities



listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

1. *Equity shares of a company:* The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
The entire group of the investee company: the least of 10% of the respective fund in case of a life



insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and

2. *The industry sector in which the investee company operates:* 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lacs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lacs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by 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 this 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 Draft 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.21/- 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 Draft 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 Draft 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 48,000 Equity Shares shall be reserved for Market Maker. 4,20,000 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 [•].
- 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 and NSE i.e. www.nseindia.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 and NSE i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.



By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 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 on sixth day from issue closure date. 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 [●] among NSDL, the Company and the Registrar to the Issue;
- b. Agreement dated [●] among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no [●].



PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders / Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders / Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus / Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”)

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation.



2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 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 (1) of Chapter XB of SEBI (ICDR) Regulation:

- (a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 73 of the Companies Act, 1956
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- (e) The company should have track record of atleast 3 years
- (f) The company should have positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth should be positive
- (g) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.
- (h) The Issuer shall mandatorily facilitate trading in demat securities.
- (i) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
- (j) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company
- (k) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- (l) The Company should have a website
- (m) Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 2,500 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 Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the



Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD

SME Issuer may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

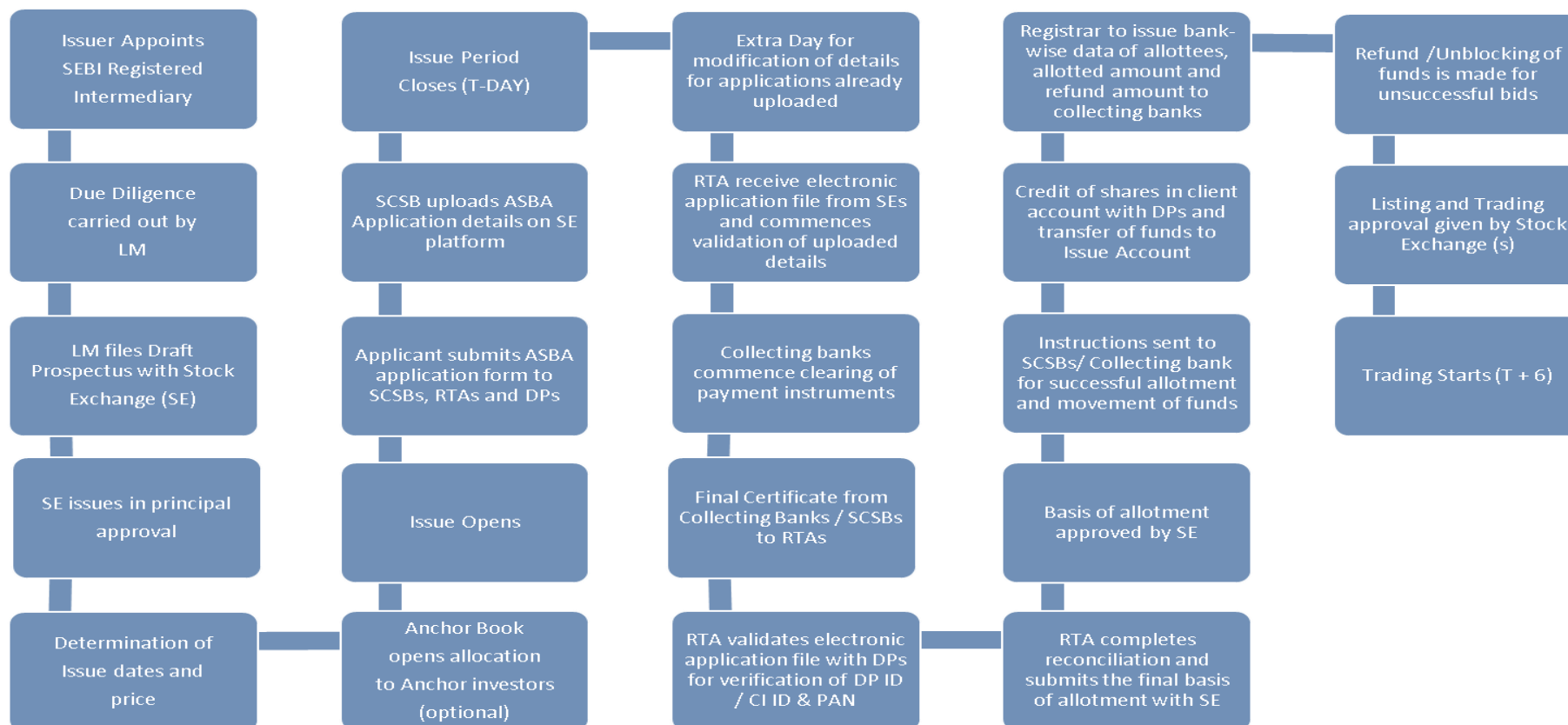
- (a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to 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		SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - R		FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS	
To, The Board of Directors SPRAYKING AGRO EQUIPMENT LIMITED Registered Office: GIDC, Phase II, Plot No. 590, Dared, Jamnagar, Gujarat - 361005, India Tel.: +91 288 2730750; CIN No. U29219GJ2005PLC045508		FIXED PRICE SME ISSUE INE		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 _____ 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 DPID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.				6. INVESTOR STATUS ☐ Individual () - 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 *HUF Should apply only through Karta (Application by HUF would be treated on par with individual)	
4. APPLICATION DETAILS No. of Equity Shares of Rs.10/- each applied at the Issue Price i.e. at Rs. 21/- per share ^{1 & 2} (In Figures) _____ (In Words) _____				5. CATEGORY ☐ Retail Individual ☐ Non-Institutional ☐ QIB	
¹ Please note that applications must be made in minimum of 6,000 shares and further multiples of 6,000 shares accordingly. ² Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.					
7. PAYMENT DETAILS Amount Paid (Rs. in Figures) _____ (Rs. in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____				PAYMENT OPTION : Full Payment	
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.					
8A. SIGNATURE OF SOLE / FIRST APPLICANT _____ Date: _____, 2016		8B. 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					
SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - R		Acknowledgement Slip for Broker / SCSB / DP / RTA		Application Form No.	
DPID / CLID _____ PAN _____		No. of Equity Shares applied for in Figures _____ in words _____ Amount Paid (₹ in figures) _____		SCSB Branch Stamp & Signature _____	
Received from Mr./Ms. _____ Address _____ Telephone / Mobile _____ E-mail _____		ASBA Bank A/c No. _____ Drawn on (Name of Bank & Branch) _____			
TEAR HERE					
SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - R		In Figures _____ In Words _____ No. of Equity Shares _____ Amount Paid (Rs.) _____ ASBA Bank A/c No.: _____ Bank & Branch: _____		Stamp & Signature of Broker / SCSB / DP / RTA _____ Name of Sole / First Applicant _____ Acknowledgement Slip for Applicant Application Form No. _____	



NR Application Form

COMMON APPLICATION FORM		SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - NR		FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS	
 To, The Board of Directors SPRAYKING AGRO EQUIPMENT LIMITED Registered Office: GIDC, Phase II, Plot No. 590, Dared, Jamnagar, Gujarat - 361005, India Tel.: +91 288 2730750; CIN No. U29219GJ2005PLC045508		FIXED PRICE SME ISSUE INE		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 _____ 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				6. INVESTOR STATUS	
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.				☐ 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) _____	
4. APPLICATION DETAILS No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 21/- per share ^{1 & 2}				5. CATEGORY ☐ Retail Individual ☐ Non-Institutional ☐ QIB	
(In Figures) _____		(In Words) _____			
¹ Please note that applications must be made in minimum of 6,000 shares and further multiples of 6,000 shares accordingly. ² Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.					
7. PAYMENT DETAILS				PAYMENT OPTION : Full Payment	
Amount Paid (Rs. in Figures) _____ (Rs. in words) _____					
ASBA Bank A/c No. _____					
Bank Name & Branch _____					
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 42A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.					
8A. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____, 2016		8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____		BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)	
TEAR HERE					
 SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - NR		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 in Figures _____ in words _____ Amount Paid (₹ in figures) _____ ASBA Bank A/c No.: _____ Drawn on (Name of Bank & Branch) _____		SCSB Branch Stamp & Signature 	
TEAR HERE					
SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - NR		Stamp & Signature of Broker / SCSB / DP / RTA		Name of Sole / First Applicant	
No. of Equity Shares In Figures _____ In words _____ Amount Paid (₹) _____		ASBA Bank A/c No.: _____ Bank & Branch: _____		Acknowledgment Slip for Applicant 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 draft Prospectus. However a prospectus registered with RoC contains one price.
- (b) Minimum And Maximum Application Size
 - i. For Retail Individual Applicants
The Application must be for a minimum of 6,000 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 6,000 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 6,000 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 Draft 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 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		SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - REVISION - R		FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS	
To, The Board of Directors SPRAYKING AGRO EQUIPMENT LIMITED Registered Office: GIDC, Phase II, Plot No. 590, Dared, Jamnagar, Gujarat - 361005, India Tel.: +91 288 2730750; CIN No. U29219GJ2005PLC045508		FIXED PRICE SME ISSUE INE0000000000		Date: _____ Application Form No. _____	
BROKER'S / SCBS / DP / RTA STAMP & CODE SCSB / BANK BRANCH STAMP & CODE 		SUB-BROKER'S / SUB-AGENT'S STAMP & CODE SCSB / BANK BRANCH SERIAL NO. 		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	
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 6,000 equity shares) (In Figures)		Price per Equity Share (₹) 21/- (In Figures)	
				Issue Price Discount, if any Net Price	
				7 6 5 4 3 2 1 4 3 2 1 4 3 2 1 4 3 2 1	
Option 1					
(OR) Option 2		NOT APPLICABLE		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 6,000 equity shares) (In Figures)		Price per Equity Share (₹) 21/- (In Figures)	
				Issue Price Discount, if any Net Price	
				7 6 5 4 3 2 1 4 3 2 1 4 3 2 1 4 3 2 1	
Option 1					
(OR) Option 2		NOT APPLICABLE		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 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 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					
SPRAYKING AGRO EQUIPMENT 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		SCSB Branch Stamp & Signature 	
ASBA Bank A/c No.					
Received from Mr./Ms.					
Telephone / Mobile		Email			
TEAR HERE					
SPRAYKING AGRO EQUIPMENT 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		NOT APPLICABLE			
Additional Amount Paid (₹)					
ASBA Bank A/c No.:				Acknowledgment Slip for Applicant 	
Bank & Branch:					
				Application Form No.	



Revision Form – NR

COMMON REVISION FORM		SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - REVISION - NR		FOR NON RESIDENT INCLUDING ELIGIBLE NRIs, FPIs, FVCI ETC. APPLYING ON A REPATRIATION BASIS	
To, The Board of Directors SPRAYKING AGRO EQUIPMENT LIMITED Registered Office: GIDC, Phase II, Plot No. 590, Dared, Jamnagar, Gujarat - 361005, India Tel.: +91 288 2730750; CIN No. U29219GJ2005PLC045508		FIXED PRICE SME ISSUE INE0000000000		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 _____ 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 DPID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID	
PLEASE CHANGE MY APPLICATION ☐ PHYSICAL					
4. FROM (as per last Application or Revision)					
Options		No. of Equity Shares applied (Application must be in multiples of 6,000 equity shares) (In Figures)		Price per Equity Share (₹) 21/- (In Figures)	
		Issue Price		Discount, if any	
		Net Price			
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 6,000 equity shares) (In Figures)		Price per Equity Share (₹) 21/- (In Figures)	
		Issue Price		Discount, if any	
		Net Price			
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 OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.					
8A. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____, 2016		8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCBS 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					
SPRAYKING AGRO EQUIPMENT LIMITED - PUBLIC ISSUE - REVISION - NR		Acknowledgement Slip for Broker / SCBS / DP / RTA		Application Form No. _____	
DPID / CLID _____		PAN _____		_____	
Additional Amount Paid (₹ in figures) _____		Bank & Branch _____		SCSB Branch Stamp & Signature	
ASBA Bank A/c No. _____		_____		_____	
Received from Mr./Ms. _____		_____		_____	
Telephone / Mobile _____		Email _____		_____	
TEAR HERE					
SYSCO INDUSTRIES LIMITED - PUBLIC ISSUE - REVISION - NR		Stamp & Signature of Broker / SCBS / DP / RTA		Name of Sole / First Applicant	
No. of Equity Shares _____		Option 1 _____		Option 2 _____	
Issue Price _____		Option 3 _____		_____	
Additional Amount Paid (₹) _____		NOT APPLICABLE		_____	
ASBA Bank A/c No.: _____		_____		_____	
Bank & Branch: _____		_____		_____	
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) Applicant may Issue instructions to block the revised amount in the ASBA Account, to the Designated Branch through whom such Applicant had placed the original Application to enable the relevant SCSB or Registered Brokers or Registered RTA/DP to block the additional Application Amount, if any.
 - (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 6,000;
- 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 6,000 equity shares the allotment will be made as follows:
 - i. Each successful Applicant shall be allotted 6,000 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 6,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 6,000 equity shares subject to a minimum allotment of 6,000 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 6,000 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 Draft 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
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 Banker to the Issue with whom the Public Issue Account may be opened,



Term	Description
	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



Term	Description
	to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants)
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement entered into between the Underwriters and our Company
Working Day	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, of the Government of India (“**DIPP**”) has issued consolidated FDI Policy, which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on May 12, 2015. Further, DIIP has issued a press note dated November 10, 2015 which introduces a few changes in the consolidated FDI Policy issued on May 12, 2015. The Government usually update the consolidated circular on FDI Policy once every Year and therefore, FDI Policy of 2015 will be valid until the DIPP issues an updated circular.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current consolidated FDI Policy of 2015, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of FIPB or RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and the non-resident shareholding is within the sectorial limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

Accordingly the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. However the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the



Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of the laws or regulations applicable to them



SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II to the Companies Act and the SEBI Regulations, the main provisions of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles

Sr. No	Particulars	
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 Sprayking Agro Equipment Limited	Company
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative



Sr. No	Particulars	
	(h) Words importing the masculine gender also include the feminine gender.	Gender
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1)(a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	Special Resolution
	(x) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(aa) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation



Sr. No	Particulars	
	(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	Redeemable Preference Shares



Sr. No	Particulars	
	premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	
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 55 of 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



Sr. No	Particulars	
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
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	Modification of rights



Sr. No	Particulars	
	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.	
19.	The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
20.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in 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.
21.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
22.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be subdivided. Every forfeited or surrendered share shall	Shares should be Numbered progressively and no share to be subdivided.



Sr. No	Particulars	
	continue to bear the number by which the same was originally distinguished.	
23.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
24.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as full paid-up
25.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc.to be a debt payable immediately.
26.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
27.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
28.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	CERTIFICATES	
29.	(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	Share Certificates.



Sr. No	Particulars	
	the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue. (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.	



Sr. No	Particulars	
30.	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.
31.	(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.
32.	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 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.	Company not bound to recognise any interest in share other than that of registered holders.
33.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be	Installment on shares to be duly paid.



Sr. No	Particulars	
	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.	
	UNDERWRITING AND BROKERAGE	
34.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
35.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
36.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	Directors may make calls
37.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
38.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
39.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
40.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the	Directors may extend time.



Sr. No	Particulars	
	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.	
41.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
42.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
43.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Proof on trial of suit for money due on shares.
44.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.



Sr. No	Particulars	
45.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (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.	Payments in Anticipation of calls may carry interest
	LIEN	
46.	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.
47.	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	As to enforcing lien by sale.



Sr. No	Particulars	
	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.	
48.	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	
49.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice may be given.
50.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	Terms of notice.
51.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of	On default of payment, shares to be forfeited.



Sr. No	Particulars	
	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.	
52.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
53.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon 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.
54.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
55.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
56.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
57.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
58.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the	Cancellation of share certificate in respect of forfeited shares.



Sr. No	Particulars	
	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.	
59.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
60.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall 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
61.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
	TRANSFER AND TRANSMISSION OF SHARES	
62.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
63.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
64.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the	Transfer not to be registered except on production of instrument of transfer.



Sr. No	Particulars	
	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.	
65.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	Directors may refuse to register transfer.
66.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
67.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
68.	The Board of Directors shall have power on giving not less than seven days 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 Board.	Closure of Register of Members or debentureholder or other security holders.
69.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may	Custody of transfer Deeds.



Sr. No	Particulars	
	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.	
70.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
71.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
72.	(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his 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.
73.	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	Titles of Shares of deceased Member



Sr. No	Particulars	
	be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	
74.	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
75.	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).
76.	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.
77.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
78.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or	Company not liable for disregard of a notice prohibiting registration of transfer.



Sr. No	Particulars	
	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.	
79.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
80.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
	NOMINATION	
81.	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
82.	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	Transmission of Securities by nominee



Sr. No	Particulars	
	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.	
	DEMATERIALISATION OF SHARES	
83.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialisation of Securities
	JOINT HOLDER	
84.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	Joint Holders
85.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased 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	



Sr. No	Particulars	
86.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
87.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (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.	Deposit of share warrants
88.	(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
89.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
CONVERSION OF SHARES INTO STOCK		
90.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	Conversion of shares into stock or reconversion.
91.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred,	Transfer of stock.



Sr. No	Particulars	
	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.	
92.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose. but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
93.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	Regulations.
BORROWING POWERS		
94.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
95.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
96.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage,	Securing payment or repayment of Moneys borrowed.



Sr. No	Particulars	
	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.	
97.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
98.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
99.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or 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 respect of such liability.	Indemnity may be given.
	MEETINGS OF MEMBERS	
100.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
101.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any	When a Director or any two Members may call an Extra Ordinary General Meeting



Sr. No	Particulars	
	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.	
102.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
103.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
104.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
105.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Chairman with consent may adjourn meeting.
106.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
107.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
108.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
	VOTES OF MEMBERS	



Sr. No	Particulars	
109.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
110.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
111.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
112.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
113.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	Postal Ballot
114.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
115.	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain	Votes of joint members.



Sr. No	Particulars	
	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 joint holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	
116.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
117.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
118.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
119.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
120.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case	No votes by proxy on show of hands.



Sr. No	Particulars	
	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.	
121.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy 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.
122.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
123.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
124.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Time for objections to votes.
125.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
DIRECTORS		
126.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	Number of Directors
127.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
128.	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution	Nominee Directors.



Sr. No	Particulars	
	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.	
129.	The Board may appoint an Alternate Director to act for a Director (hereinafter called “The Original Director”) during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
131.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.



Sr. No	Particulars	
132.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
133.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
	PROCEEDING OF THE BOARD OF DIRECTORS	
134.	(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.
135.	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
136.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
137.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
138.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the	Directors may appoint committee.



Sr. No	Particulars	
	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.	
139.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
140.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Chairperson of Committee Meetings
141.	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
142.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such 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		
143.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
POWERS OF THE BOARD		
144.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be	Powers of the Board



Sr. No	Particulars	
	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.	
145.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property , rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be 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	To insure properties of the Company.



Sr. No	Particulars	
	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.	
(6)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
(7)	To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
(9)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
(10)	To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
(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	To invest and deal with money of the Company.



Sr. No	Particulars	
	in Section 187 of the Act, all investments shall be made and held in the Company's own name.	
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and 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	Transfer to Reserve Funds.



Sr. No	Particulars	
	Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	
	(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	To appoint Attorneys.



Sr. No	Particulars	
	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.	
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully	



Sr. No	Particulars	
	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 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.	



Sr. No	Particulars	
	(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	
146.	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. 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.	Powers to appoint Managing/ Wholetime Directors.
147.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	Remuneration of Managing or Wholetime Director.



Sr. No	Particulars	
148.	(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 Directors of the Company.	Powers and duties of Managing Director or Whole-time Director.
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
149.	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	Board to appoint Chief Executive Officer/ Manager/ Company



Sr. No	Particulars	
	remuneration and upon such conditions as it may thinks 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.	Secretary/ Chief Financial Officer
	THE SEAL	
150.	(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.
151.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	Dividend and Reserves	
152.	(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 amounts paid or credited as	Division of profits.



Sr. No	Particulars	
	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.	
153.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
154.	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 to reserves
155.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
156.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
157.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
158.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion 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.
159.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles .



Sr. No	Particulars	
160.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
161.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
162.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
163.	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.
164.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
165.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
CAPITALIZATION		
166.	(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,	Capitalization.



Sr. No	Particulars	
	to and amongst such members in the proportions aforesaid; or (iii) partly in the way specified in sub-clause (i) and partly in that 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.	
167.	(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.
168.	(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	Inspection of Minutes Books of General Meetings.



Sr. No	Particulars	
	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.	
169.	a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	Inspection of Accounts
	FOREIGN REGISTER	
170.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
171.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
172.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	
173.	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	



Sr. No	Particulars	
	accept any shares or other securities whereon there is any liability.	
	INDEMNITY	
174.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	Directors' and others right to indemnity.
175.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	Not responsible for acts of others
	SECRECY	
176.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals	Secrecy



Sr. No	Particulars	
	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.	
	(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 Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus 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 GIDC, Phase II, Plot No. 590, Dared, Jamnagar, Gujarat, India 361005, India from date of filing this Draft 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 March 15, 2016 between our Company and the Lead Manager.
2. Agreement dated March 01, 2016 between our Company and Sharex Dynamic (India) Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated March 15, 2016 between our Company and Underwriter viz. Lead Manager.
4. Market Making Agreement dated [•] between our Company, Market Maker and the Lead Manager.
5. Bankers to the Issue Agreement dated March 15, 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 [•]
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated [•]

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 March 05, 2016 authorizing the Issue
3. Special Resolution of the shareholders passed at the EGM dated March 05, 2016 authorizing the Issue.
4. Statement of Tax Benefits dated March 14, 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 March 14, 2016 on the Restated Financial Statements for the period ended September 30, 2015 and for the financial year ended as on March 31, 2015, 2014, 2013, 2012 & 2011 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditors, Peer Reviewed Auditors, Legal Advisor to the Issue, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue / Escrow Collection Banks, Refund Banker to the Issue, to act in their respective capacities.
7. Copy of approval from BSE Limited *vide* letter dated [•], 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 March 18, 2016 from Lead Manager to BSE Limited.

None of the contracts or documents mentioned in this Draft 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 Draft 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 Draft 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>Hiteshkumar Dudhagara</i> <i>Chairman & Managing Director</i>	
<i>Pragjibhai Patel</i> <i>Director</i>	
<i>Ronakben Dudhagara</i> <i>Director</i>	
<i>Anand Shah</i> <i>Independent Director</i>	
<i>Sumeet Guntla</i> <i>Independent Director</i>	
<i>Dipesh Pala</i> <i>Independent Director</i>	

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company

Rajnik Vasoya
Chief Financial Officer

Company Secretary & Compliance Officer

Place: Jamnagar
Date: March 18, 2016



Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Supreme (India) Impex Limited	7.87	60.00	March 31, 2015	62.00	4.17% (-3.65%)	15.83% (-2.03%)	16.33% (-3.69%)
2.	Filtra Consultants and Engineers Limited	3.11	42.00	April 15, 2015	42.80	2.38% (-5.12%)	1.19% (-3.01%)	-8.93% (-5.18%)
3.	Ambition Mica Limited	4.29	40.00	July 14, 2015	45.00	11.25% (-1.37%)	42.50% (-3.68%)	43.75% (-11.12%)
4.	Jiya Eco-Products Limited	4.58	19.00	July 16, 2015	21.75	46.84% (-2.00%)	30.00% (-5.86%)	26.58% (-13.23%)
5.	M.D. Inducto Cast Limited	17.23	27.00	July 16, 2015	28.10	48.33% (-2.00%)	85.19% (-5.86%)	68.15% (-13.23%)
6.	Majestic Research Services and Solutions Limited	1.428	12.75	July 16, 2015	14.00	225.10% (-2.00%)	274.90% (-5.86%)	622.75% (-13.23%)
7.	Mangalam Seeds Limited	5.70	50.00	August 12, 2015	55.00	15.20% (-6.87%)	71.25% (42.50%)	44.50% (-11.72%)
8.	Sri Krishna Constructions (India) Limited	11.34	45.00	October 01, 2015	39.90	-2.22% (1.66%)	-0.89% (-1.00%)	NA
9.	Patdiam Jewellery Limited	5.0046	38.00	October 16, 2015	43.00	61.84% (-5.34%)	63.03% (-8.97%)	NA



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
10.	Vidli Restaurants Limited	1.31	10	February 15, 2016	12.00	149.50 % (9.37%)	NA	NA

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
5. As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.



SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30 th Calendar day from listing date			Nos of IPOs trading at premium on 30 th Calendar day from listing date			Nos of IPOs trading at discount on 180 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
13-14	1*	6.855	-	-	-	-	1	-	-	-	-	-	1	-
14-15	**5	56.844	-	-	-	-	-	5	-	-	-	-	2	3
15-16	***9	54.01	-	-	1	2	2	4	-	-	1#	2	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.

***The Scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

The Scripts of Sri Krishna Constructions (India) Limited and Patdiam Jewellery Limited have not completed 180 Days from calendar day.